

ANNUAL STATEMENT
OF THE
AMERIGROUP Tennessee, Inc.

of
Nashville
in the state of
Tennessee

TO THE
Insurance Department
OF THE STATE OF
Tennessee

For the Year Ending
December 31, 2007

2007



ANNUAL STATEMENT
For the Year Ending December 31, 2007
OF THE CONDITION AND AFFAIRS OF THE
AMERIGROUP Tennessee, Inc.

NAIC Group Code	<u>1156</u>	<u>1156</u>	NAIC Company Code	<u>12941</u>	Employer's ID Number	<u>20-4776597</u>
	(Current Period)	(Prior Period)				
Organized under the Laws of	<u>Tennessee</u>	State of Domicile or Port of Entry	<u>Tennessee</u>			
Country of Domicile	<u>United States of America</u>					
Licensed as business type:	Life, Accident & Health[] Dental Service Corporation[] Other[]	Property/Casualty[] Vision Service Corporation[] Is HMO Federally Qualified? Yes[] No[X] N/A[]	Hospital, Medical & Dental Service or Indemnity[] Health Maintenance Organization[X]			
Incorporated/Organized	<u>04/26/2006</u>	Commenced Business	<u>04/01/2007</u>			
Statutory Home Office	<u>22 Century Boulevard, Ste 310</u>	<u>Nashville, TN 37214</u>				
	(Street and Number)	(City or Town, State and Zip Code)				
Main Administrative Office	<u>4425 Corporation Lane</u>	<u>Virginia Beach, VA</u>	<u>(757)473-2721</u>			
	(Street and Number)	(City or Town, State and Zip Code)	(Area Code) (Telephone Number)			
Mail Address	<u>4425 Corporation Lane</u>	<u>Virginia Beach, VA 23462</u>				
	(Street and Number or P.O. Box)	(City or Town, State and Zip Code)				
Primary Location of Books and Records	<u>4425 Corporation Lane</u>	<u>Virginia Beach, VA 23462</u>	<u>(757)473-2721</u>			
	(Street and Number)	(City or Town, State and Zip Code)	(Area Code) (Telephone Number)			
Internet Website Address	<u>www.amerigroupcorp.com</u>					
Statutory Statement Contact	<u>Margaret Mary Roomsburg</u>	<u>(757)473-2721</u>				
	(Name)	(Area Code)(Telephone Number)(Extension)				
	<u>mroomsb@amerigroupcorp.com</u>	<u>(757)557-6742</u>				
	(E-Mail Address)	(Fax Number)				

OFFICERS

Name	Title
Charles Brian Shipp	CEO/President
Lorena Jean Stanley	COO/Vice President
Stanley Forrest Baldwin	Secretary/Vice President
Nicholas Joseph Pace, II	Asst Secretary/ Vice President
Richard Charles Zoretic	Asst Secretary/Vice President #
Scott Wayne Anglin	Treasurer/Vice President #
James Ward Truess	Asst Treasurer/Vice President #
Karen Lint Shields	Asst Treasurer/Vice President
Carol Ann Churchill, M.D.	Medical Director/Vice President

OTHERS

Lori-Don McNamee Gregory, Asst Secretary
Margaret Mary Roomsburg, Vice President

Catherine Smith Callahan, Vice President
William Gardner Wood, M.D., Vice President

DIRECTORS OR TRUSTEES

Charles Brian Shipp
James Hui Teck Tan, M.D. #

Nicholas Joseph Pace, II

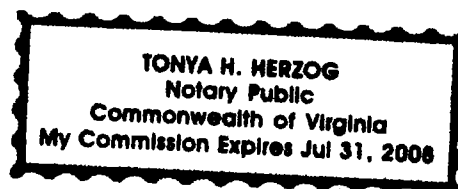
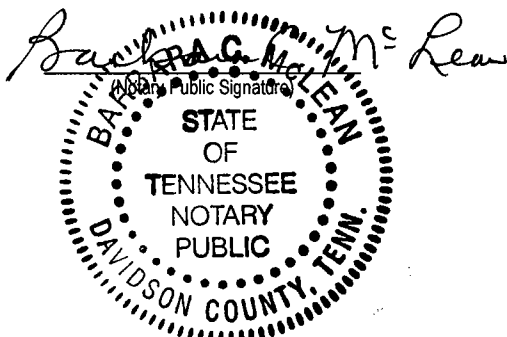
State of Virginia
County of Virginia Beach ss

The officers of this reporting entity being duly sworn, each depose and say that they are the described officers of the said reporting entity, and that on the reporting period stated above, all of the herein described assets were the absolute property of the said reporting entity, free and clear from any liens or claims thereon, except as herein stated, and that this statement, together with related exhibits, schedules and explanations therein contained, annexed or referred to, is a full and true statement of all the assets and liabilities and of the condition and affairs of the said reporting entity as of the reporting period stated above, and of its income and deductions therefrom for the period ended, and have been completed in accordance with the NAIC Annual Statement Instructions and Accounting Practices and Procedures manual except to the extent that: (1) state law may differ; or, (2) that state rules or regulations require differences in reporting not related to accounting practices and procedures, according to the best of their information, knowledge and belief, respectively. Furthermore, the scope of this attestation by the described officers also includes the related corresponding electronic filing with the NAIC, when required, that is an exact copy (except for formatting differences due to electronic filing) of the enclosed statement. The electronic filing may be requested by various regulators in lieu of or in addition to the enclosed statement.

(Signature)	(Signature)	(Signature)
<u>Charles Brian Shipp</u>	<u>Stanley Forrest Baldwin</u>	<u>Margaret Mary Roomsburg</u>
(Printed Name)	(Printed Name)	(Printed Name)
<u>1.</u>	<u>2.</u>	<u>3.</u>
<u>President/CEO</u>	<u>Vice President/Secretary</u>	<u>Vice President</u>
(Title)	(Title)	(Title)

Subscribed and sworn to before me this
25th day of Feb, 2008

- a. Is this an original filing? Yes[X] No[]
b. If no, 1. State the amendment number _____
2. Date filed _____
3. Number of pages attached _____



Reg # 290334

My Commission Expires JAN. 23, 2010

AMERIGROUP Tennessee, Inc.
Report 2A - TennCare Income Statement
Grand Region Middle Tennessee CRA 2.30.14.3.3 and 2.30.14.3.4

	Current Period	Year-To-Date Total	Previous Year Total
Member Months	552,013	1,650,504	-
Revenues:			
TennCare Capitation	128,455,128	384,864,891	-
Investment	1,240,271	3,133,750	-
Other Revenues	-	-	-
Total Estimated Revenues	129,695,399	387,998,642	-
Expenses:			
Hospital and Medical (w/o Mental Health)			
Capitated Physician Services	(705,590)	610,660	-
Fee-for Service Physician Services	44,391,222	147,415,840	-
Inpatient Hospital Services	33,261,736	86,360,108	-
Outpatient Hospital Services	7,013,932	27,174,358	-
Emergency Room Services	5,701,853	18,144,107	-
Dental Services	-	-	-
Vision Services	538,833	1,142,456	-
Pharmacy Services	-	-	-
Home Health Services	-	-	-
Chiropractic Services	-	-	-
Radiology Services	2,573,427	8,611,837	-
Laboratory Services	1,617,151	5,866,717	-
Durable Medical Equipment Services	972,673	2,771,355	-
Transportation Services	4,935,011	13,920,008	-
Outside Referrals	-	-	-
Medical Incentive Pool and Withhold Adj	-	-	-
Occupancy, Depreciation and Amortization	-	-	-
Other Medical and Hospital Services - Write-Ins	-	-	-
Subtotal Medical and Hospital	100,300,249	312,017,445	-
Mental Health and Substance Abuse Services			
Inpatient Psychiatric Facility Services	2,523,368	7,277,088	-
Inpatient Substance Abuse Treatment and Detox	679,008	1,134,599	-
Outpatient Mental Health Services	1,866,885	10,203,385	-
Outpatient Substance Abuse Treatment and Detox	596,587	1,104,385	-
Housing/Residential Treatment	876,334	1,366,760	-
Specialized Crisis Services	48,537	49,935	-
Psychiatric Rehab and Support Services	10,760,692	25,861,080	-
Case Management	30,572	483,154	-
Forensics	-	-	-
Other Judicial	-	-	-
Pharmacy	-	-	-
Lab Services	-	-	-
Transportation	44,072	129,716	-
Medical Incentive Pool and Withhold Adjustments	-	-	-
Occupancy, Depreciation and Amortization	-	-	-
Other Mental Health and Substance Abuse Services	-	-	-
PCP and Specialist Services	-	-	-
Other Mental Health Services - Write-Ins	-	-	-
Subtotal MH&SAS	17,426,054	47,610,099	-
Subtotal Hospital, Medical, MH&SAS	117,726,303	359,627,545	-
LESS:			
Net Reinsurance Recoveries Incurred	(143,857)	(1,147,754)	-
Copayments	-	-	-
Subrogation and Corrdination of Benefits	-	-	-
Subtotal Reinsurance, Copay, Subrogation	(143,857)	(1,147,754)	-
Total Hospital, Medical, MHS&S	117,870,160	360,775,298	-
Administration:			
Compensation	4,828,567	14,188,815	213,796
Marketing	17,632	137,955	-
Interest Expense	-	-	-
Premium Tax Expense	2,569,103	7,697,298	-
Occupancy, Depreciation, and Amortization	173,620	408,640	-
Other Administration - Write-Ins	10,418,570	30,365,526	47,615
Total Administration Expenses	18,007,492	52,798,234	261,411
Total Expenses	135,877,652	413,573,532	261,411
Extraordinary Item	-	-	-
Provision for Income Tax	-	-	-
Net Income (Loss)	(6,182,253)	(25,574,890)	(261,411)
Write-Ins for Other Expense			
Detail of Other Medical and Hospital:			
	-	-	-
	-	-	-
	-	-	-
Total Other Medical and Hospital	-	-	-
Detail of Other MH and SAS:			
	-	-	-
	-	-	-
	-	-	-
Total Other MH and SAS	-	-	-
Detail of Other Administration:			
Purch Svc Accts	507,259	964,475	-
Rent Expenses	147,156	426,668	-
Telephone Expenses	99,042	400,803	-
Miscellaneous Expenses	593,015	915,448	-
Postage and Delivery	154,162	435,593	-
Printing and Reproduction	102,484	339,184	42,198
Travel and Entertainment Exp	110,618	293,026	-
Recruitment Expenses	81,643	612,678	-
Management Fee-Ind	8,447,171	25,461,567	-
Other Administration < \$240,000 YTD	176,019	516,085	5,417
Total Other Administration	10,418,570	30,365,526	47,615

ASSETS

		Current Year			Prior Year
		1	2	3	4
		Assets	Nonadmitted Assets	Net Admitted Assets (Cols.1-2)	Net Admitted Assets
1.	Bonds (Schedule D)	24,095,124		24,095,124	
2.	Stocks (Schedule D)				
2.1	Preferred stocks				
2.2	Common Stocks				
3.	Mortgage loans on real estate (Schedule B):				
3.1	First liens				
3.2	Other than first liens				
4.	Real estate (Schedule A):				
4.1	Properties occupied by the company (less \$.....0 encumbrances)				
4.2	Properties held for the production of income (less \$.....0 encumbrances)				
4.3	Properties held for sale (less \$.....0 encumbrances)				
5.	Cash (\$.....4,943,933 Schedule E Part 1), cash equivalents (\$.....0 Schedule E Part 2) and short-term investments (\$.....65,869,993 Schedule DA)	70,813,926		70,813,926	
6.	Contract loans (including \$.....0 premium notes)				
7.	Other invested assets (Schedule BA)				
8.	Receivables for securities				
9.	Aggregate write-ins for invested assets				
10.	Subtotals, cash and invested assets (Lines 1 to 9)	94,909,050		94,909,050	
11.	Title plants less \$.....0 charged off (for Title insurers only)				
12.	Investment income due and accrued	647,933		647,933	
13.	Premiums and considerations				
13.1	Uncollected premiums and agents' balances in the course of collection	10,578,766		10,578,766	
13.2	Deferred premiums, agents' balances and installments booked but deferred and not yet due (Including \$.....0 earned but unbilled premiums)				
13.3	Accrued retrospective premiums				
14.	Reinsurance:				
14.1	Amounts recoverable from reinsurers				
14.2	Funds held by or deposited with reinsured companies				
14.3	Other amounts receivable under reinsurance contracts				
15.	Amounts receivable relating to uninsured plans				
16.1	Current federal and foreign income tax recoverable and interest thereon				
16.2	Net deferred tax asset				
17.	Guaranty funds receivable or on deposit				
18.	Electronic data processing equipment and software	2,558,476	1,929,504	628,972	
19.	Furniture and equipment, including health care delivery assets (\$.....0)	2,280,700	2,280,700		
20.	Net adjustment in assets and liabilities due to foreign exchange rates				
21.	Receivables from parent, subsidiaries and affiliates				
22.	Health care (\$.....2,838,088) and other amounts receivable	4,145,112	1,307,024	2,838,088	
23.	Aggregate write-ins for other than invested assets	10,133,053	10,133,053		
24.	Total assets excluding Separate Accounts, Segregated Accounts and Protected Cell Accounts (Lines 10 to 23)	125,253,090	15,650,281	109,602,809	
25.	From Separate Accounts, Segregated Accounts and Protected Cell Accounts				
26.	Total (Lines 24 and 25)	125,253,090	15,650,281	109,602,809	
DETAILS OF WRITE-INS					
0901.	.....			
0902.	.....			
0903.	.....			
0998.	Summary of remaining write-ins for Line 9 from overflow page				
0999.	TOTALS (Lines 0901 through 0903 plus 0998) (Line 9 above)				
2301.	Prepaid Expenses	165,639	165,639		
2302.	Goodwill and Intangibles	9,967,414	9,967,414		
2303.	.....			
2398.	Summary of remaining write-ins for Line 23 from overflow page				
2399.	TOTALS (Lines 2301 through 2303 plus 2398) (Line 23 above)	10,133,053	10,133,053		

Report 2A - TennCare Income Statement
Grand Region West Tennessee CRA 2.30.14.3.3 and 2.30.14.3.4

	Current Period	Year-To-Date Total	Previous Year Total
Member Months	337,816	337,816	-
Revenues:			
TennCare Capitation	87,431,122	87,431,122	-
Investment	220	220	-
Other Revenues	-	-	-
Total Estimated Revenues	87,431,342	87,431,342	-
Expenses:			
Hospital and Medical (w/o Mental Health)			
Capitated Physician Services	1,153,653	1,153,653	-
Fee for Service Physician Services	7,193,716	7,193,716	-
Inpatient Hospital Services	9,073,430	9,073,430	-
Outpatient Services	2,348,433	2,348,433	-
Emergency Room Services	4,684,218	4,684,218	-
Mental Health Services	3,785	3,785	-
Dental Services	43,838	43,838	-
Vision Services	449,539	449,539	-
Pharmacy Services	-	-	-
Home Health Services	1,530,493	1,530,493	-
Chiropractic Services	-	-	-
Radiology Services	3,040,927	3,040,927	-
Laboratory Services	1,678,518	1,678,518	-
Durable Medical Equipment Services	75,308	75,308	-
Transportation Services	243,151	243,151	-
Outside Referrals	-	-	-
Medical incentive Pool and Withhold Adjustments	-	-	-
Occupancy Depreciation and Amortization	-	-	-
Other Medical and Hospital Services	16,519,264	16,519,264	-
IBNR	34,485,394	34,485,394	-
Subtotal Medical and Hospital	82,523,668	82,523,668	-
LESS:			
Net Reinsurance Recoveries Incurred	-	-	-
Copayments	-	-	-
Subrogation and Corrdination of Benefits	-	-	-
Subtotal Reinsurance, Copay, Subrogation	-	-	-
Total Hospital, Medical, MHS&S	82,523,668	82,523,668	-
Administation:			
Compensation	1,732,402	1,732,402	-
Marketing	10,975	10,975	-
Interest Expense	-	-	-
Premium Tax Expense	1,039,462	1,039,462	-
Occupancy, Depreciation, and Amortization	216,500	216,500	-
Other Administration - Write-Ins	974,996	974,996	-
Total Administration Expenses	3,974,335	3,974,335	-
Total Expenses	86,498,003	86,498,003	-
Extraordinary Item	-	-	-
Provision for Income Tax	-	-	-
Net Income (Loss)	933,340	933,340	-

LIABILITIES, CAPITAL AND SURPLUS

		Current Year			Prior Year
		1 Covered	2 Uncovered	3 Total	4 Total
1.	Claims unpaid (less \$.....0 reinsurance ceded)	72,252,049		72,252,049	
2.	Accrued medical incentive pool and bonus amounts				
3.	Unpaid claims adjustment expenses	1,857,512		1,857,512	
4.	Aggregate health policy reserves				
5.	Aggregate life policy reserves				
6.	Property/casualty unearned premium reserves				
7.	Aggregate health claim reserves				
8.	Premiums received in advance				
9.	General expenses due or accrued	225,254		225,254	
10.1	Current federal and foreign income tax payable and interest thereon (including \$.....0 on realized capital gains (losses))				
10.2	Net deferred tax liability				
11.	Ceded reinsurance premiums payable				
12.	Amounts withheld or retained for the account of others				
13.	Remittances and items not allocated				
14.	Borrowed money (including \$.....0 current) and interest thereon \$.....0 (including \$.....0 current)				
15.	Amounts due to parent, subsidiaries and affiliates	5,830,783		5,830,783	261,411
16.	Payable for securities				
17.	Funds held under reinsurance treaties with (\$.....0 authorized reinsurers and \$.....0 unauthorized reinsurers)				
18.	Reinsurance in unauthorized companies				
19.	Net adjustments in assets and liabilities due to foreign exchange rates				
20.	Liability for amounts held under uninsured plans				
21.	Aggregate write-ins for other liabilities (including \$.....0 current)	3,376,097		3,376,097	
22.	Total liabilities (Lines 1 to 21)	83,541,695		83,541,695	261,411
23.	Aggregate write-ins for special surplus funds	X X X	X X X		
24.	Common capital stock	X X X	X X X	1,000	
25.	Preferred capital stock	X X X	X X X		
26.	Gross paid in and contributed surplus	X X X	X X X	66,613,358	
27.	Surplus notes	X X X	X X X		
28.	Aggregate write-ins for other than special surplus funds	X X X	X X X		
29.	Unassigned funds (surplus)	X X X	X X X	(40,553,244)	(261,411)
30.	Less treasury stock, at cost:				
30.1	.....0 shares common (value included in Line 24 \$.....0)	X X X	X X X		
30.2	.....0 shares preferred (value included in Line 25 \$.....0)	X X X	X X X		
31.	Total capital and surplus (Lines 23 to 29 minus Line 30)	X X X	X X X	26,061,114	(261,411)
32.	Total Liabilities, capital and surplus (Lines 22 and 31)	X X X	X X X	109,602,809	
DETAILS OF WRITE-INS					
2101.	Accrued Expenses - Current	1,208,518		1,208,518	
2102.	Accrued Premium Tax	2,048,900		2,048,900	
2103.	Non Risk Payable	118,679		118,679	
2198.	Summary of remaining write-ins for Line 21 from overflow page				
2199.	TOTALS (Lines 2101 through 2103 plus 2198) (Line 21 above)	3,376,097		3,376,097	
2301.	.....	X X X	X X X		
2302.	.....	X X X	X X X		
2303.	.....	X X X	X X X		
2398.	Summary of remaining write-ins for Line 23 from overflow page	X X X	X X X		
2399.	TOTALS (Lines 2301 through 2303 plus 2398) (Line 23 above)	X X X	X X X		
2801.	.....	X X X	X X X		
2802.	.....	X X X	X X X		
2803.	.....	X X X	X X X		
2898.	Summary of remaining write-ins for Line 28 from overflow page	X X X	X X X		
2899.	TOTALS (Lines 2801 through 2803 plus 2898) (Line 28 above)	X X X	X X X		

STATEMENT OF REVENUE AND EXPENSES

		Current Year		Prior Year
		1 Uncovered	2 Total	3 Total
1.	Member Months	X X X	1,988,320	
2.	Net premium income (including \$.....0 non-health premium income)	X X X	384,864,891	
3.	Change in unearned premium reserves and reserve for rate credits	X X X		
4.	Fee-for-service (net of \$.....0 medical expenses)	X X X		
5.	Risk revenue	X X X		
6.	Aggregate write-ins for other health care related revenues	X X X		
7.	Aggregate write-ins for other non-health revenues	X X X		
8.	Total revenues (Lines 2 to 7)	X X X	384,864,891	
Hospital and Medical:				
9.	Hospital/medical benefits		243,319,790	
10.	Other professional services		6,589,154	
11.	Outside referrals			
12.	Emergency room and out-of-area		32,329,994	
13.	Prescription drugs		194	
14.	Aggregate write-ins for other hospital and medical		77,388,415	
15.	Incentive pool, withhold adjustments and bonus amounts			
16.	Subtotal (Lines 9 to 15)		359,627,547	
Less:				
17.	Net reinsurance recoveries		(1,147,753)	
18.	Total hospital and medical (Lines 16 minus 17)		360,775,300	
19.	Non-health claims (net)			
20.	Claims adjustment expenses, including \$.....8,639,356 cost containment expenses		10,471,572	
21.	General administrative expenses		41,393,542	261,411
22.	Increase in reserves for life and accident and health contracts (including \$.....0 increase in reserves for life only)			
23.	Total underwriting deductions (Lines 18 through 22)		412,640,414	261,411
24.	Net underwriting gain or (loss) (Lines 8 minus 23)	X X X	(27,775,523)	(261,411)
25.	Net investment income earned (Exhibit of Net Investment Income, Line 17)		3,115,015	
26.	Net realized capital gains (losses) less capital gains tax of \$.....0		18,956	
27.	Net investment gains (losses) (Lines 25 plus 26)		3,133,971	
28.	Net gain or (loss) from agents' or premium balances charged off [(amount recovered \$.....0) (amount charged off \$.....0)]			
29.	Aggregate write-ins for other income or expenses			
30.	Net income or (loss) after capital gains tax and before all other federal income taxes (Lines 24 plus 27 plus 28 plus 29)	X X X	(24,641,552)	(261,411)
31.	Federal and foreign income taxes incurred	X X X		
32.	Net income (loss) (Lines 30 minus 31)	X X X	(24,641,552)	(261,411)
DETAILS OF WRITE-INS				
0601.	.....	X X X		
0602.	.....	X X X		
0603.	.....	X X X		
0698.	Summary of remaining write-ins for Line 6 from overflow page	X X X		
0699.	TOTALS (Lines 0601 through 0603 plus 0698) (Line 6 above)	X X X		
0701.	.....	X X X		
0702.	.....	X X X		
0703.	.....	X X X		
0798.	Summary of remaining write-ins for Line 7 from overflow page	X X X		
0799.	TOTALS (Line 0701 through 0703 plus 0798) (Line 7 above)	X X X		
1401.	Home Health Care, DME, Transportation, Etc.		77,388,415	
1402.	.....		
1403.	.....		
1498.	Summary of remaining write-ins for Line 14 from overflow page			
1499.	TOTALS (Lines 1401 through 1403 plus 1498) (Line 14 above)		77,388,415	
2901.	.....		
2902.	.....		
2903.	.....		
2998.	Summary of remaining write-ins for Line 29 from overflow page			
2999.	TOTALS (Line 2901 through 2903 plus 2998) (Line 29 above)			

STATEMENT OF REVENUE AND EXPENSES (Continued)

		1	2
		Current Year	Prior Year
CAPITAL & SURPLUS ACCOUNT			
33.	Capital and surplus prior reporting year	(261,411)	
34.	Net income or (loss) from Line 32	(24,641,552)	(261,411)
35.	Change in valuation basis of aggregate policy and claim reserves		
36.	Change in net unrealized capital gains (losses) less capital gains tax of \$.....0		
37.	Change in net unrealized foreign exchange capital gain or (loss)		
38.	Change in net deferred income tax		
39.	Change in nonadmitted assets	(15,650,281)	
40.	Change in unauthorized reinsurance		
41.	Change in treasury stock		
42.	Change in surplus notes		
43.	Cumulative effect of changes in accounting principles		
44.	Capital Changes:		
44.1	Paid in	1,000	
44.2	Transferred from surplus (Stock Dividend)		
44.3	Transferred to surplus		
45.	Surplus adjustments:		
45.1	Paid in	66,613,358	
45.2	Transferred to capital (Stock Dividend)		
45.3	Transferred from capital		
46.	Dividends to stockholders		
47.	Aggregate write-ins for gains or (losses) in surplus		
48.	Net change in capital and surplus (Lines 34 to 47)	26,322,525	(261,411)
49.	Capital and surplus end of reporting year (Line 33 plus 48)	26,061,114	(261,411)
DETAILS OF WRITE-INS			
4701.	.....	
4702.	.....	
4703.	.....	
4798.	Summary of remaining write-ins for Line 47 from overflow page		
4799.	TOTALS (Lines 4701 through 4703 plus 4798) (Line 47 above)		

CASH FLOW

		1	2
		Current Year	Prior Year
Cash from Operations			
1.	Premiums collected net of reinsurance	374,286,125	
2.	Net investment income	2,486,038	
3.	Miscellaneous income		
4.	Total (Lines 1 through 3)	376,772,163	
5.	Benefit and loss related payments	288,811,363	
6.	Net transfers to Separate Accounts, Segregated Accounts and Protected Cell Accounts		
7.	Commissions, expenses paid and aggregate write-ins for deductions	49,132,035	
8.	Dividends paid to policyholders		
9.	Federal and foreign income taxes paid (recovered) net of \$.....0 tax on capital gains (losses)		
10.	Total (Lines 5 through 9)	337,943,398	
11.	Net cash from operations (Line 4 minus 10)	38,828,765	
Cash from Investments			
12.	Proceeds from investments sold, matured or repaid:		
12.1	Bonds	11,000,000	
12.2	Stocks		
12.3	Mortgage loans		
12.4	Real estate		
12.5	Other invested assets		
12.6	Net gains or (losses) on cash, cash equivalents and short-term investments		
12.7	Miscellaneous proceeds		
12.8	Total investment proceeds (Lines 12.1 to 12.7)	11,000,000	
13.	Cost of investments acquired (long-term only):		
13.1	Bonds	35,076,168	
13.2	Stocks		
13.3	Mortgage loans		
13.4	Real estate		
13.5	Other invested assets		
13.6	Miscellaneous applications	18,956	
13.7	Total investments acquired (Lines 13.1 to 13.6)	35,095,124	
14.	Net increase (decrease) in contract loans and premium notes		
15.	Net cash from investments (Line 12.8 minus Line 13.7 minus Line 14)	(24,095,124)	
Cash from Financing and Miscellaneous Sources			
16.	Cash provided (applied):		
16.1	Surplus notes, capital notes		
16.2	Capital and paid in surplus, less treasury stock	66,501,000	
16.3	Borrowed funds		
16.4	Net deposits on deposit-type contracts and other insurance liabilities		
16.5	Dividends to stockholders		
16.6	Other cash provided (applied)	(10,420,715)	
17.	Net cash from financing and miscellaneous sources (Lines 16.1 to 16.4 minus Line 16.5 plus Line 16.6)	56,080,285	
RECONCILIATION OF CASH, CASH EQUIVALENTS AND SHORT-TERM INVESTMENTS			
18.	Net change in cash, cash equivalents and short-term investments (Line 11, plus Lines 15 and 17)	70,813,926	
19.	Cash, cash equivalents and short-term investments:		
19.1	Beginning of year		
19.2	End of year (Line 18 plus Line 19.1)	70,813,926	

Supplemental Disclosures of Cash Flow Information for Non-Cash Transactions:

20.0001	Depreciation	536,955	
20.0002	Non-cash Capital Contributions	113,358	

ANALYSIS OF OPERATIONS BY LINES OF BUSINESS

		1	2	3	4	5	6	7	8	9	10
		Total	Comprehensive (Hospital & Medical)	Medicare Supplement	Dental Only	Vision Only	Federal Employees Health Benefit Plan	Title XVIII Medicare	Title XIX Medicaid	Other Health	Other Non-Health
1.	Net premium income	384,864,891							384,864,891		
2.	Change in unearned premium reserves and reserve for rate credit										
3.	Fee-for-service (net of \$.....0 medical expenses)										X X X
4.	Risk revenue										X X X
5.	Aggregate write-ins for other health care related revenues										X X X
6.	Aggregate write-ins for other non-health care related revenues		X X X	X X X	X X X	X X X	X X X	X X X	X X X	X X X	
7.	Total revenues (Lines 1 to 6)	384,864,891							384,864,891		
8.	Hospital/medical benefits	243,319,790							243,319,790		X X X
9.	Other professional services	6,589,154							6,589,154		X X X
10.	Outside referrals										X X X
11.	Emergency room and out-of-area	32,329,994							32,329,994		X X X
12.	Prescription drugs	194							194		X X X
13.	Aggregate write-ins for other hospital and medical	77,388,415							77,388,415		X X X
14.	Incentive pool, withhold adjustments and bonus amounts										X X X
15.	Subtotal (Lines 8 to 14)	359,627,547							359,627,547		X X X
16.	Net reinsurance recoveries	(1,147,753)							(1,147,753)		X X X
17.	Total hospital and medical (Lines 15 minus 16)	360,775,300							360,775,300		X X X
18.	Non-health claims (net)		X X X	X X X	X X X	X X X	X X X	X X X	X X X	X X X	
19.	Claims adjustment expenses including \$.....8,639,356 cost containment expenses	10,471,572							10,471,572		
20.	General administrative expenses	41,393,542							41,393,542		
21.	Increase in reserves for accident and health contracts										X X X
22.	Increase in reserves for life contracts		X X X	X X X	X X X	X X X	X X X	X X X	X X X	X X X	
23.	Total underwriting deductions (Lines 17 to 22)	412,640,414							412,640,414		
24.	Net underwriting gain or (loss) (Line 7 minus Line 23)	(27,775,523)							(27,775,523)		
DETAILS OF WRITE-INS											
0501.	.....										X X X
0502.	.....										X X X
0503.	.....										X X X
0598.	Summary of remaining write-ins for Line 5 from overflow page										X X X
0599.	TOTALS (Lines 0501 through 0503 plus 0598) (Line 5 above)										X X X
0601.	.....		X X X	X X X	X X X	X X X	X X X	X X X	X X X	X X X	
0602.	.....		X X X	X X X	X X X	X X X	X X X	X X X	X X X	X X X	
0603.	.....		X X X	X X X	X X X	X X X	X X X	X X X	X X X	X X X	
0698.	Summary of remaining write-ins for Line 6 from overflow page		X X X	X X X	X X X	X X X	X X X	X X X	X X X	X X X	
0699.	TOTALS (Lines 0601 through 0603 plus 0698) (Line 6 above)		X X X	X X X	X X X	X X X	X X X	X X X	X X X	X X X	
1301.	Home Health Care, DME, Transportation, Etc.	77,388,415							77,388,415		X X X
1302.	.....										X X X
1303.	.....										X X X
1398.	Summary of remaining write-ins for Line 13 from overflow page										X X X
1399.	TOTALS (Lines 1301 through 1303 plus 1398) (Line 13 above)	77,388,415							77,388,415		X X X

UNDERWRITING AND INVESTMENT EXHIBIT
PART 1 - PREMIUMS

		1	2	3	4
Line of Business		Direct Business	Reinsurance Assumed	Reinsurance Ceded	Net Premium Income (Columns 1 + 2 - 3)
1.	Comprehensive (hospital and medical) .....	.....	.....	.....	.....
2.	Medicare Supplement .....	.....	.....	.....	.....
3.	Dental only .....	.....	.....	.....	.....
4.	Vision only .....	.....	.....	.....	.....
5.	Federal Employees Health Benefits Plan .....	.....	.....	.....	.....
6.	Title XVIII - Medicare .....	.....	.....	.....	.....
7.	Title XIX - Medicaid	384,864,891	.....	.....	384,864,891
8.	Other health .....	.....	.....	.....	.....
9.	Health subtotal (Lines 1 through 8)	384,864,891	.....	.....	384,864,891
10.	Life .....	.....	.....	.....	.....
11.	Property/casualty .....	.....	.....	.....	.....
12.	TOTALS (Lines 9 to 11)	384,864,891	.....	.....	384,864,891

UNDERWRITING AND INVESTMENT EXHIBIT
PART 2 - CLAIMS INCURRED DURING THE YEAR

	1	2	3	4	5	6	7	8	9	10
	Total	Comprehensive (Hospital & Medical)	Medicare Supplement	Dental Only	Vision Only	Federal Employees Health Benefits Plan	Title XVIII Medicare	Title XIX Medicaid	Other Health	Other Non-Health
1. Payments during the year:										
1.1 Direct	287,663,610							287,663,610		
1.2 Reinsurance assumed										
1.3 Reinsurance ceded	(1,147,753)							(1,147,753)		
1.4 Net	288,811,363							288,811,363		
2. Paid medical incentive pools and bonuses										
3. Claim liability December 31, current year from Part 2A:										
3.1 Direct	72,252,049							72,252,049		
3.2 Reinsurance assumed										
3.3 Reinsurance ceded										
3.4 Net	72,252,049							72,252,049		
4. Claim reserve December 31, current year from Part 2D:										
4.1 Direct										
4.2 Reinsurance assumed										
4.3 Reinsurance ceded										
4.4 Net										
5. Accrued medical incentive pools and bonuses, current year										
6. Net healthcare receivables (a)	288,112							288,112		
7. Amounts recoverable from reinsurers December 31, current year										
8. Claim liability December 31, prior year from Part 2A:										
8.1 Direct										
8.2 Reinsurance assumed										
8.3 Reinsurance ceded										
8.4 Net										
9. Claim reserve December 31, prior year from Part 2D:										
9.1 Direct										
9.2 Reinsurance assumed										
9.3 Reinsurance ceded										
9.4 Net										
10. Accrued medical incentive pools and bonuses, prior year										
11. Amounts recoverable from reinsurers December 31, prior year										
12. Incurred benefits:										
12.1 Direct	359,627,547							359,627,547		
12.2 Reinsurance assumed										
12.3 Reinsurance ceded	(1,147,753)							(1,147,753)		
12.4 Net	360,775,300							360,775,300		
13. Incurred medical incentive pools and bonuses										

(a) Excludes \$.....3,857,000 loans or advances to providers not yet expensed.

UNDERWRITING AND INVESTMENT EXHIBIT
PART 2A - CLAIMS LIABILITY END OF CURRENT YEAR

	1	2	3	4	5	6	7	8	9	10
	Total	Compre- hensive (Hospital & Medical)	Medicare Supplement	Dental Only	Vision Only	Federal Employees Health Benefits Plan	Title XVIII Medicare	Title XIX Medicaid	Other Health	Other Non-Health
1. Reported in Process of Adjustment:										
1.1 Direct	13,491,732							13,491,732		
1.2 Reinsurance assumed										
1.3 Reinsurance ceded										
1.4 Net	13,491,732							13,491,732		
2. Incurred but Unreported:										
2.1 Direct	58,760,317							58,760,317		
2.2 Reinsurance assumed										
2.3 Reinsurance ceded										
2.4 Net	58,760,317							58,760,317		
3. Amounts Withheld from Paid Claims and Capitations:										
3.1 Direct										
3.2 Reinsurance assumed										
3.3 Reinsurance ceded										
3.4 Net										
4. TOTALS										
4.1 Direct	72,252,049							72,252,049		
4.2 Reinsurance assumed										
4.3 Reinsurance ceded										
4.4 Net	72,252,049							72,252,049		

UNDERWRITING AND INVESTMENT EXHIBIT
PART 2B - ANALYSIS OF CLAIMS UNPAID-PRIOR YEAR-NET OF REINSURANCE

		Claims Paid During the Year		Claim Reserve and Claim Liability December 31 of Current Year		5	6
		1 On Claims Incurred Prior to January 1 of Current Year	2 On Claims Incurred During the Year	3 On Claims Unpaid December 31 of Prior Year	4 On Claims Incurred During the Year	Claims Incurred in Prior Years (Columns 1 + 3)	Estimated Claim Reserve and Claim Liability December 31 of Prior Year
Line of Business							
1.	Comprehensive (hospital and medical) .....	.....	.....	.....	.....	.....	.....
2.	Medicare Supplement .....	.....	.....	.....	.....	.....	.....
3.	Dental only .....	.....	.....	.....	.....	.....	.....
4.	Vision only .....	.....	.....	.....	.....	.....	.....
5.	Federal Employees Health Benefits Plan .....	.....	.....	.....	.....	.....	.....
6.	Title XVIII - Medicare .....	.....	.....	.....	.....	.....	.....
7.	Title XIX - Medicaid .....	.....	288,811,363	.....	72,252,049	.....	.....
8.	Other health .....	.....	.....	.....	.....	.....	.....
9.	Health subtotal (Lines 1 to 8) .....	.....	288,811,363	.....	72,252,049	.....	.....
10.	Healthcare receivables (a) .....	.....	288,112	.....	.....	.....	.....
11.	Other non-health .....	.....	.....	.....	.....	.....	.....
12.	Medical incentive pool and bonus amounts .....	.....	.....	.....	.....	.....	.....
13.	TOTALS (Lines 9 - 10 + 11 + 12) .....	.....	288,523,251	.....	72,252,049	.....	.....

(a) Excludes \$.....3,857,000 loans or advances to providers not yet expensed.

UNDERWRITING AND INVESTMENT EXHIBIT
PART 2C - DEVELOPMENT OF PAID AND INCURRED HEALTH CLAIMS (000 Omitted)

Grand Total

Section A - Paid Health Claims

Year in Which Losses Were Incurred		Cumulative Net Amounts Paid				
		1 2003	2 2004	3 2005	4 2006	5 2007
1.	Prior .....	.....	.....	.....	.....	.....
2.	2003 .....	.....	.....	.....	.....	.....
3.	2004	X X X .....	.....	.....	.....	.....
4.	2005	X X X	X X X .....	.....	.....	.....
5.	2006	X X X	X X X	X X X .....	.....	.....
6.	2007	X X X	X X X	X X X	X X X	288,811

Section B - Incurred Health Claims

Year in Which Losses Were Incurred		Sum of Cumulative Net Amount Paid and Claim Liability, Claim Reserve and Medical Incentive Pool and Bonuses Outstanding at End of Year				
		1 2003	2 2004	3 2005	4 2006	5 2007
1.	Prior .....	.....	.....	.....	.....	.....
2.	2003 .....	.....	.....	.....	.....	.....
3.	2004	X X X .....	.....	.....	.....	.....
4.	2005	X X X	X X X .....	.....	.....	.....
5.	2006	X X X	X X X	X X X .....	.....	.....
6.	2007	X X X	X X X	X X X	X X X	361,063

Section C - Incurred Year Health Claims and Claims Adjustment Expense Ratio

Years in Which Premiums were Earned and Claims were Incurred		1 Premiums Earned	2 Claims Payments	3 Claim Adjustment Expense Payments	4 (Col. 3/2) Percent	5 Claim and Claim Adjustment Expense Payments (Col. 2 + 3)	6 (Col. 5/1) Percent	7 Claims Unpaid	8 Unpaid Claims Adjustment Expenses	9 Total Claims and Claims Adjustment Expense Incurred (Col. 5 + 7 + 8)	10 (Col. 9/1) Percent
1.	2003 .....	.....	.....	.....	.....	.....	.....	.....	.....	.....	.....
2.	2004 .....	.....	.....	.....	.....	.....	.....	.....	.....	.....	.....
3.	2005 .....	.....	.....	.....	.....	.....	.....	.....	.....	.....	.....
4.	2006 .....	.....	.....	.....	.....	.....	.....	.....	.....	.....	.....
5.	2007	383,717	288,811	8,614	2.982	297,425	77.511	72,252	1,858	371,535	96.825

12 Total

12	Underwriting Invest Exh Pt 2C Sn A - Paid Claims - Hospital and Medical	NONE
12	Underwriting Invest Exh Pt 2C Sn B - Incur. Claims - Hospital and Medical . . .	NONE
12	Underwriting Invest Exh Pt 2C Sn C - Expns Ratios - Hospital and Medical . . .	NONE
12	Underwriting Invest Exh Pt 2C Sn A - Paid Claims - Medicare Supplement	NONE
12	Underwriting Invest Exh Pt 2C Sn B - Incur. Claims - Medicare Supplement . . .	NONE
12	Underwriting Invest Exh Pt 2C Sn C - Expns Ratios - Medicare Supplement . .	NONE
12	Underwriting Invest Exh Pt 2C Sn A - Paid Claims - Dental Only	NONE
12	Underwriting Invest Exh Pt 2C Sn B - Incur. Claims - Dental Only	NONE
12	Underwriting Invest Exh Pt 2C Sn C - Expns Ratios - Dental Only	NONE
12	Underwriting Invest Exh Pt 2C Sn A - Paid Claims - Vision Only	NONE
12	Underwriting Invest Exh Pt 2C Sn B - Incur. Claims - Vision Only	NONE
12	Underwriting Invest Exh Pt 2C Sn C - Expns Ratios - Vision Only	NONE
12	Underwriting Invest Exh Pt 2C Sn A - Paid Claims - Fed Emp HBPP	NONE
12	Underwriting Invest Exh Pt 2C Sn B - Incur. Claims - Fed Emp HBPP	NONE
12	Underwriting Invest Exh Pt 2C Sn C - Expns Ratios - Fed Emp HBPP	NONE
12	Underwriting Invest Exh Pt 2C Sn A - Paid Claims - Title XVIII-Medicare	NONE
12	Underwriting Invest Exh Pt 2C Sn B - Incur. Claims - Title XVIII-Medicare	NONE
12	Underwriting Invest Exh Pt 2C Sn C - Expns Ratios - Title XVIII-Medicare	NONE

UNDERWRITING AND INVESTMENT EXHIBIT
PART 2C - DEVELOPMENT OF PAID AND INCURRED HEALTH CLAIMS (000 Omitted)

Title XIX - Medicaid

Section A - Paid Health Claims

Year in Which Losses Were Incurred		Cumulative Net Amounts Paid				
		1 2003	2 2004	3 2005	4 2006	5 2007
1.	Prior .....	.....	.....	.....	.....	.....
2.	2003 .....	.....	.....	.....	.....	.....
3.	2004	X X X .....	.....	.....	.....	.....
4.	2005	X X X	X X X .....	.....	.....	.....
5.	2006	X X X	X X X	X X X .....	.....	.....
6.	2007	X X X	X X X	X X X	X X X	288,811

Section B - Incurred Health Claims

Year in Which Losses Were Incurred		Sum of Cumulative Net Amount Paid and Claim Liability, Claim Reserve and Medical Incentive Pool and Bonuses Outstanding at End of Year				
		1 2003	2 2004	3 2005	4 2006	5 2007
1.	Prior .....	.....	.....	.....	.....	.....
2.	2003 .....	.....	.....	.....	.....	.....
3.	2004	X X X .....	.....	.....	.....	.....
4.	2005	X X X	X X X .....	.....	.....	.....
5.	2006	X X X	X X X	X X X .....	.....	.....
6.	2007	X X X	X X X	X X X	X X X	361,063

Section C - Incurred Year Health Claims and Claims Adjustment Expense Ratio

Years in Which Premiums were Earned and Claims were Incurred		1 Premiums Earned	2 Claims Payments	3 Claim Adjustment Expense Payments	4 (Col. 3/2) Percent	5 Claim and Claim Adjustment Expense Payments (Col. 2 + 3)	6 (Col. 5/1) Percent	7 Claims Unpaid	8 Unpaid Claims Adjustment Expenses	9 Total Claims and Claims Adjustment Expense Incurred (Col. 5 + 7 + 8)	10 (Col. 9/1) Percent
1.	2003 .....	.....	.....	.....	.....	.....	.....	.....	.....	.....	.....
2.	2004 .....	.....	.....	.....	.....	.....	.....	.....	.....	.....	.....
3.	2005 .....	.....	.....	.....	.....	.....	.....	.....	.....	.....	.....
4.	2006 .....	.....	.....	.....	.....	.....	.....	.....	.....	.....	.....
5.	2007	383,717	288,811	8,614	2.982	297,425	77.511	72,252	1,858	371,535	96.825

12 Underwriting Invest Exh Pt 2C Sn A - Paid Claims - Other NONE

12 Underwriting Invest Exh Pt 2C Sn B - Incur Claims - Other NONE

12 Underwriting Invest Exh Pt 2C Sn C - Expns Ratios - Other NONE

13 Underwriting Invest Exh Pt 2D - A & H Reserve NONE

UNDERWRITING AND INVESTMENT EXHIBIT
PART 3 - ANALYSIS OF EXPENSES

		Claim Adjustment Expenses		3	4	5
		1	2			
		Cost Containment Expenses	Other Claim Adjustment Expenses	General Administrative Expenses	Investment Expenses	Total
1.	Rent (\$.....0 for occupancy of own building)			1,129,653		1,129,653
2.	Salaries, wages and other benefits	7,245,229	1,774,953	20,926,869		29,947,051
3.	Commissions (less \$.....0 ceded plus \$.....0 assumed)					
4.	Legal fees and expenses			280,070		280,070
5.	Certifications and accreditation fees					
6.	Auditing, actuarial and other consulting services			215,044		215,044
7.	Traveling expenses	49,524	2,054	510,495		562,073
8.	Marketing and advertising			166,263		166,263
9.	Postage, express and telephone	73,280		1,242,541		1,315,821
10.	Printing and office supplies	69,024		663,317		732,341
11.	Occupancy, depreciation and amortization			1,595,121		1,595,121
12.	Equipment					
13.	Cost or depreciation of EDP equipment and software			1,727,744		1,727,744
14.	Outsourced services including EDP, claims, and other services	23,826	54,271	2,999,203		3,077,300
15.	Boards, bureaus and association fees	502		746,940		747,442
16.	Insurance, except on real estate			819,502		819,502
17.	Collection and bank service charges	720,416		77,908		798,324
18.	Group service and administration fees					
19.	Reimbursements by uninsured plans			(3,869,409)		(3,869,409)
20.	Reimbursements from fiscal intermediaries					
21.	Real estate expenses					
22.	Real estate taxes					
23.	Taxes, licenses and fees:					
23.1	State and local insurance taxes					
23.2	State premium taxes			7,697,298		7,697,298
23.3	Regulator authority licenses and fees					
23.4	Payroll taxes					
23.5	Other (excluding federal income and real estate taxes)			(144)		(144)
24.	Investment expenses not included elsewhere					
25.	Aggregate write-ins for expenses	457,555	938	4,465,127		4,923,620
26.	Total expenses incurred (Lines 1 to 25)	8,639,356	1,832,216	41,393,542		(a) 51,865,114
27.	Less expenses unpaid December 31, current year	1,857,512		225,254		2,082,766
28.	Add expenses unpaid December 31, prior year					
29.	Amounts receivable relating to uninsured plans, prior year					
30.	Amounts receivable relating to uninsured plans, current year					
31.	Total expenses paid (Lines 26 minus 27 plus 28 minus 29 plus 30)	6,781,844	1,832,216	41,168,288		49,782,348
DETAILS OF WRITE-INS						
2501.	Benefit Enhancement, Recruitment, Contributions	457,555	938	4,465,127		4,923,620
2502.	.....				
2503.	.....				
2598.	Summary of remaining write-ins for Line 25 from overflow page					
2599.	Totals (Lines 2501 through 2503 + 2598) (Line 25 above)	457,555	938	4,465,127		4,923,620

(a) Includes management fees of \$......25,461,567 to affiliates and \$......0 to non-affiliates.

EXHIBIT OF NET INVESTMENT INCOME

		1	2
		Collected During Year	Earned During Year
1.	U.S. Government bonds	(a)..... 628,751	..... 995,646
1.1	Bonds exempt from U.S. tax	(a).....	.....
1.2	Other bonds (unaffiliated)	(a).....	.....
1.3	Bonds of affiliates	(a).....	.....
2.1	Preferred stocks (unaffiliated)	(b).....	.....
2.11	Preferred stocks of affiliates	(b).....	.....
2.2	Common stocks (unaffiliated) .....	.....	.....
2.21	Common stocks of affiliates .....	.....	.....
3.	Mortgage loans	(c).....	.....
4.	Real estate	(d).....	.....
5.	Contract loans .....	.....	.....
6.	Cash, cash equivalents and short-term investments	(e)..... 1,838,331	..... 2,119,369
7.	Derivative instruments	(f).....	.....
8.	Other invested assets .....	.....	.....
9.	Aggregate write-ins for investment income .....	.....	.....
10.	Total gross investment income .....	..... 2,467,082	..... 3,115,015
11.	Investment expenses	(g).....	
12.	Investment taxes, licenses and fees, excluding federal income taxes	(g).....	
13.	Interest expense	(h).....	
14.	Depreciation on real estate and other invested assets	(i).....	
15.	Aggregate write-ins for deductions from investment income .....	.....
16.	Total deductions (Lines 11 through 15) .....	.....
17.	Net Investment income (Line 10 minus Line 16) .....	..... 3,115,015	
DETAILS OF WRITE-INS			
0901.	.....	.....	.....
0902.	.....	.....	.....
0903.	.....	.....	.....
0998.	Summary of remaining write-ins for Line 9 from overflow page .....	.....	.....
0999.	TOTALS (Lines 0901 through 0903 plus 0998) (Line 9, above) .....	.....	.....
1501.	.....	.....
1502.	.....	.....
1503.	.....	.....
1598.	Summary of remaining write-ins for Line 15 from overflow page .....	.....
1599.	TOTALS (Lines 1501 through 1503 plus 1598) (Line 15, above) .....	.....
(a) Includes \$.....7,295 accrual of discount less \$.....0 amortization of premium and less \$.....87,883 paid for accrued interest on purchases.			
(b) Includes \$.....0 accrual of discount less \$.....0 amortization of premium and less \$.....0 paid for accrued dividends on purchases.			
(c) Includes \$.....0 accrual of discount less \$.....0 amortization of premium and less \$.....0 paid for accrued interest on purchases.			
(d) Includes \$.....0 for company's occupancy of its own buildings; and excludes \$.....0 interest on encumbrances.			
(e) Includes \$.....270,905 accrual of discount less \$.....440 amortization of premium and less \$.....0 paid for accrued interest on purchases.			
(f) Includes \$.....0 accrual of discount less \$.....0 amortization of premium.			
(g) Includes \$.....0 investment expenses and \$.....0 investment taxes, licenses and fees, excluding federal income taxes, attributable to segregated and Separate Accounts.			
(h) Includes \$.....0 interest on surplus notes and \$.....0 interest on capital notes.			
(i) Includes \$.....0 depreciation on real estate and \$.....0 depreciation on other invested assets.			

EXHIBIT OF CAPITAL GAINS (LOSSES)

		1	2	3	4	5
		Realized Gain (Loss) on Sales or Maturity	Other Realized Adjustments	Total Realized Capital Gain (Loss) (Columns 1 + 2)	Change in Unrealized Capital Gain (Loss)	Change in Unrealized Foreign Exchange Capital Gain (Loss)
1.	U.S. Government bonds .....	..... 18,956	.....	..... 18,956	.....	.....
1.1	Bonds exempt from U.S. tax .....	.....	.....	.....	.....	.....
1.2	Other bonds (unaffiliated) .....	.....	.....	.....	.....	.....
1.3	Bonds of affiliates .....	.....	.....	.....	.....	.....
2.1	Preferred stocks (unaffiliated) .....	.....	.....	.....	.....	.....
2.11	Preferred stocks of affiliates .....	.....	.....	.....	.....	.....
2.2	Common stocks (unaffiliated) .....	.....	.....	.....	.....	.....
2.21	Common stocks of affiliates .....	.....	.....	.....	.....	.....
3.	Mortgage loans .....	.....	.....	.....	.....	.....
4.	Real estate .....	.....	.....	.....	.....	.....
5.	Contract loans .....	.....	.....	.....	.....	.....
6.	Cash, cash equivalents and short-term investments .....	.....	.....	.....	.....	.....
7.	Derivative instruments .....	.....	.....	.....	.....	.....
8.	Other invested assets .....	.....	.....	.....	.....	.....
9.	Aggregate write-ins for capital gains (losses) .....	.....	.....	.....	.....	.....
10.	Total capital gains (losses) .....	..... 18,956	.....	..... 18,956	.....	.....
DETAILS OF WRITE-INS						
0901.	.....	.....	.....	.....	.....	.....
0902.	.....	.....	.....	.....	.....	.....
0903.	.....	.....	.....	.....	.....	.....
0998.	Summary of remaining write-ins for Line 9 from overflow page .....	.....	.....	.....	.....	.....
0999.	TOTALS (Lines 0901 through 0903 plus 0998) (Line 9, above) .....	.....	.....	.....	.....	.....

EXHIBIT OF NONADMITTED ASSETS

		1	2	3
		Current Year Total Nonadmitted Assets	Prior Year Total Nonadmitted Assets	Change in Total Nonadmitted Assets (Col. 2 - Col. 1)
1.	Bonds (Schedule D)			
2.	Stocks (Schedule D):			
2.1	Preferred stocks			
2.2	Common stocks			
3.	Mortgage loans on real estate (Schedule B):			
3.1	First liens			
3.2	Other than first liens			
4.	Real estate (Schedule A):			
4.1	Properties occupied by the company			
4.2	Properties occupied for the production of income			
4.3	Properties held for sale			
5.	Cash (Schedule E-Part 1), cash equivalents (Schedule E-Part 2) and short-term investments (Schedule DA)			
6.	Contract loans			
7.	Other invested assets (Schedule BA)			
8.	Receivables for securities			
9.	Aggregate write-ins for invested assets			
10.	Subtotals, cash and invested assets (Lines 1 to 9)			
11.	Title plants (for Title insurers only)			
12.	Invested income due and accrued			
13.	Premium and considerations:			
13.1	Uncollected premiums and agents' balances in the course of collection			
13.2	Deferred premiums, agents' balances and installments booked but deferred and not yet due			
13.3	Accrued retrospective premiums			
14.	Reinsurance:			
14.1	Amounts recoverable from reinsurers			
14.2	Funds held by or deposited with reinsured companies			
14.3	Other amounts receivable under reinsurance contracts			
15.	Amounts receivable relating to uninsured plans			
16.1	Current federal and foreign income tax recoverable and interest thereon			
16.2	Net deferred tax asset			
17.	Guaranty funds receivable or on deposit			
18.	Electronic data processing equipment and software	1,929,504		(1,929,504)
19.	Furniture and equipment, including health care delivery assets	2,280,700		(2,280,700)
20.	Net adjustment in assets and liabilities due to foreign exchange rates			
21.	Receivables from parent, subsidiaries and affiliates			
22.	Health care and other amounts receivable	1,307,024		(1,307,024)
23.	Aggregate write-ins for other than invested assets	10,133,053		(10,133,053)
24.	Total assets excluding Separate Accounts, Segregated Accounts and Protected Cell Accounts (Lines 10 to 23)	15,650,281		(15,650,281)
25.	From Separate Accounts, Segregated Accounts and Protected Cell Accounts			
26.	Total (Lines 24 and 25)	15,650,281		(15,650,281)
DETAILS OF WRITE-INS				
0901.	.....		
0902.	.....		
0903.	.....		
0998.	Summary of remaining write-ins for Line 9 from overflow page			
0999.	TOTALS (Lines 0901 through 0903 plus 0998) (Line 9 above)			
2301.	Prepaid Expenses	165,639		(165,639)
2302.	Goodwill and Intangibles	9,967,414		(9,967,414)
2303.	.....		
2398.	Summary of remaining write-ins for Line 23 from overflow page			
2399.	TOTALS (Lines 2301 through 2303 plus 2398) (Line 23 above)	10,133,053		(10,133,053)

EXHIBIT 1 - ENROLLMENT BY PRODUCT TYPE FOR HEALTH BUSINESS ONLY

Source of Enrollment		Total Members at End of					6
		1 Prior Year	2 First Quarter	3 Second Quarter	4 Third Quarter	5 Current Year	Current Year Member Months
1.	Health Maintenance Organizations .....	.....	.....	..... 182,201	..... 185,365	..... 356,528	..... 1,988,320
2.	Provider Service Organizations .....	.....	.....	.....	.....	.....	.....
3.	Preferred Provider Organizations .....	.....	.....	.....	.....	.....	.....
4.	Point of Service .....	.....	.....	.....	.....	.....	.....
5.	Indemnity Only .....	.....	.....	.....	.....	.....	.....
6.	Aggregate write-ins for other lines of business .....	.....	.....	.....	.....	.....	.....
7.	TOTAL .....	.....	.....	..... 182,201	..... 185,365	..... 356,528	..... 1,988,320
DETAILS OF WRITE-INS							
0601.	.....	.....	.....	.....	.....	.....	.....
0602.	.....	.....	.....	.....	.....	.....	.....
0603.	.....	.....	.....	.....	.....	.....	.....
0698.	Summary of remaining write-ins for Line 6 from overflow page .....	.....	.....	.....	.....	.....	.....
0699.	TOTALS (Lines 0601 through 0603 plus 0698) (Line 6 above) .....	.....	.....	.....	.....	.....	.....

EXHIBIT 2 - ACCIDENT AND HEALTH PREMIUMS DUE AND UNPAID

1	2	3	4	5	6	7
Name of Debtor	1 - 30 Days	31 - 60 Days	61 - 90 Days	Over 90 Days	Nonadmitted	Admitted
0199999 Total individuals						
0299998 Premium due and unpaid not individually listed						
0299999 Total group						
0399999 Premiums due and unpaid from Medicare entities						
0499999 Premiums due and unpaid from Medicaid entities	6,315,055	4,265,232		(1,521)		10,578,766
0599999 Accident and health premiums due and unpaid (Page 2, Line 13) .	6,315,055	4,265,232		(1,521)		10,578,766

EXHIBIT 3 - HEALTH CARE RECEIVABLES

1 Name of Debtor	2 1 - 30 Days	3 31 - 60 Days	4 61 - 90 Days	5 Over 90 Days	6 Nonadmitted	7 Admitted
0199998 Pharmaceutical Rebate Receivables - Not Individually Listed						
0199999 Subtotal - Pharmaceutical Rebate Receivables						
0299998 Claim Overpayment Receivables - Not Individually Listed	242,242	7,782			250,024	
0299999 Subtotal - Claim Overpayment Receivables	242,242	7,782			250,024	
Loans and Advances to Providers						
Generations Health Association, Inc.			100,000	500,000		600,000
0399998 Loans and Advances to Providers - Not Individually Listed	155,000	65,000	653,000	2,384,000	1,057,000	2,200,000
0399999 Subtotal - Loans and Advances to Providers	155,000	65,000	753,000	2,884,000	1,057,000	2,800,000
0499998 Capitation Arrangements Receivables - Not Individually Listed						
0499999 Subtotal - Capitation Arrangements Receivables						
0599998 Risk Sharing Receivables - Not Individually Listed						
0599999 Subtotal - Risk Sharing Receivables						
0699998 Other Receivables - Not Individually Listed	38,088					38,088
0699999 Subtotal - Other Receivables	38,088					38,088
0799999 Gross health care receivables	435,330	72,782	753,000	2,884,000	1,307,024	2,838,088

EXHIBIT 4 - CLAIMS UNPAID AND INCENTIVE POOL, WITHHOLD AND BONUS (Reported and Unreported)

Aging Analysis of Unpaid Claims

1	2	3	4	5	6	7
Account	1 - 30 Days	31 - 60 Days	61 - 90 Days	91 - 120 Days	Over 120 Days	Total
0299999 Aggregate Accounts Not Individually Listed - Uncovered						
0399999 Aggregate Accounts Not Individually Listed - Covered	4,987,559	5,167,483	1,817,148	699,342	820,200	13,491,732
0499999 Subtotals	4,987,559	5,167,483	1,817,148	699,342	820,200	13,491,732
0599999 Unreported claims and other claim reserves						58,760,317
0699999 Total Amounts Withheld						
0799999 Total Claims Unpaid						72,252,049
0899999 Accrued Medical Incentive Pool and Bonus Amounts						

EXHIBIT 5 - AMOUNTS DUE FROM PARENT, SUBSIDIARIES AND AFFILIATES

1 Name of Affiliate	2 1 - 30 Days	3 31 - 60 Days	4 61 - 90 Days	5 Over 90 Days	6 Nonadmitted	Admitted	
						7 Current	8 Non-Current
0399999 Total gross amounts receivable

EXHIBIT 6 - AMOUNTS DUE TO PARENT, SUBSIDIARIES AND AFFILIATES

1	2	3	4	5
Affiliate	Description	Amount	Current	Non-Current
Individually listed payables				
AMERIGROUP Corporation	Administrative Services	5,525,303	5,525,303	
AMERIGROUP Health Solutions, Inc.	Disease Management Services	305,480	305,480	
0199999 Total - Individually listed payables	X X X	5,830,783	5,830,783	
0299999 Payables not individually listed	X X X			
0399999 Total gross payables	X X X	5,830,783	5,830,783	

EXHIBIT 7 - PART 1 - SUMMARY OF TRANSACTIONS WITH PROVIDERS

Payment Method		1 Direct Medical Expense Payment	2 Column 1 as a % of Total Payments	3 Total Members Covered	4 Column 3 as a % of Total Members	5 Column 1 Expenses Paid to Affiliated Providers	6 Column 1 Expenses Paid to Non-Affiliated Providers
Capitation Payments:							
1.	Medical groups	468,250	0.163	1,650,504	462.938		468,250
2.	Intermediaries						
3.	All other providers	3,342,238	1.162				3,342,238
4.	Total capitation payments	3,810,488	1.325	1,650,504	462.938		3,810,488
Other Payments:							
5.	Fee-for-service	14,185,888	4.931	X X X	X X X		14,185,888
6.	Contractual fee payments	269,667,234	93.744	X X X	X X X		269,667,234
7.	Bonus/withhold arrangements - fee-for-service			X X X	X X X		
8.	Bonus/withhold arrangements - contractual fee payments			X X X	X X X		
9.	Non-contingent salaries			X X X	X X X		
10.	Aggregate cost arrangements			X X X	X X X		
11.	All other payments			X X X	X X X		
12.	Total other payments	283,853,122	98.675	X X X	X X X		283,853,122
13.	Total (Line 4 plus Line 12)	287,663,610	100.000	X X X	X X X		287,663,610

EXHIBIT 7 - PART 2 - SUMMARY OF TRANSACTIONS WITH INTERMEDIARIES

1 NAIC Code	2 Name of Intermediary	3 Capitation Paid	4 Average Monthly Capitation	5 Intermediary's Total Adjusted Capital	6 Intermediary's Authorized Control Level RBC
		N O N E			
9999999			X X X	X X X	X X X

EXHIBIT 8 - FURNITURE, EQUIPMENT AND SUPPLIES OWNED

		1	2	3	4	5	6
Description		Cost	Improvements	Accumulated Depreciation	Book Value Less Encumbrances	Assets Not Admitted	Net Admitted Assets
1.	Administrative furniture and equipment	2,547,240	.....	266,540	2,280,700	2,280,700	.....
2.	Medical furniture, equipment and fixtures .....	.....	.....	.....	.....	.....	.....
3.	Pharmaceuticals and surgical supplies .....	.....	.....	.....	.....	.....	.....
4.	Durable medical equipment .....	.....	.....	.....	.....	.....	.....
5.	Other property and equipment .....	.....	.....	.....	.....	.....	.....
6.	Total	2,547,240	.....	266,540	2,280,700	2,280,700	.....

Notes to Financial Statement

1. Summary of Significant Accounting Policies

A. Accounting Practices

The Financial Statements of AMERIGROUP Tennessee, Inc. (the Company) is presented on the basis of accounting practices prescribed or permitted by the Tennessee Department of Commerce and Insurance.

The Tennessee Department of Commerce and Insurance recognizes only statutory accounting practices prescribed or permitted by the state of Tennessee for determining and reporting the financial condition and results of operations of an insurance company, for determining its solvency under the Tennessee Insurance Law. The National Association of Insurance Commissioners' (NAIC) Accounting Practices and Procedures manual, version effective March 1, 2007 (NAIC SSAP) has been adopted as a component of prescribed or permitted practices by the state of Tennessee.

B. Use of Estimates in the Preparation of the Financial Statements

The preparation of financial statements in conformity with the Statutory Accounting Principles requires management to make estimates and assumptions that affect the report amounts of assets and liabilities. It also requires disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenue and expenses during the period. Actual results could differ from those estimates.

C. Accounting Policy

The Company records premium revenues based on its membership records and premiums rates for each membership category within each county. Premiums are due monthly and are recognized as revenue during the period in which the company is obligated to provide service to members.

In addition, the Company uses the following accounting policies.

- (1) Short-term investments are stated at amortized cost. Any Bonds not backed by other loans are stated at amortized cost using the interest method.
- (2) Unpaid Claims and loss adjustment expenses include an amount determined from individual case estimates and claim reports and an amount, based on past experience, for claims incurred but not reported. Such liabilities are necessarily based on assumptions and estimates and while management believes the amount is adequate, the ultimate liability may be in excess of or less than the amount provided. The methods for making such estimates and for establishing the resulting liability are continually reviewed and any adjustments are reflected in the period determined.

2. Accounting Changes and Corrections of Errors

A. Disclosure for Insurers Upon Initial Implementation of Codification:

None

3. Business Combinations and Goodwill

On April 1, 2007, AMERIGROUP Tennessee, Inc. began offering healthcare coverage to Medicaid members in the State of Tennessee for the Middle-Grand region. As of December 31, 2007, AMERIGROUP Tennessee, Inc. served approximately 186,000 members in the Middle-Grand region. On November 1, 2007, we acquired the contract rights and substantially all of the assets of MMCC, including substantially all of the assets of Midsouth Health Solutions, Inc., a subsidiary of MMCC. As of December 31, 2007, AMERIGROUP Tennessee, Inc. served approximately 170,000 members under an ASO arrangement in the West Tennessee region as a result of this acquisition. We believe this acquisition will strengthen our ability to respond to the West Tennessee request for proposal (“RFP”) that was released in January 2008. The State of Tennessee intends to convert the contracts in that region from an ASO arrangement to a risk arrangement. The acquisition resulted in goodwill and intangibles of \$9,735,950. The goodwill and intangibles are considered non-admitted for statutory purposes.

4. Discontinued Operations

None

5. Investments

The Company as of December 31, 2007 does not possess or reflect any Mortgage Loans, Debt Restructuring, Reverse Mortgages, Loan-Backed Securities or Repurchase Agreements.

6. Joint Ventures, Partnerships and Limited Liability Companies

Notes to Financial Statement

The Company as of December 31, 2007 had no investments in Joint Ventures, Partnerships and Limited Liability Companies that exceed 10% of its admitted assets.

7. Investment Income

The Company reports only investment income that is earned as due and accrued.

8. Derivative Instruments

The Company as of December 31, 2007 had no investments in Derivative Instruments.

9. Income Taxes

A. Components of Deferred Tax Assets (DTAs) and Deferred Tax Liabilities (DTLs) at December 31:

	2007	2006
Total of all deferred income tax assets (admitted and non-admitted)	\$ 14,143,162	\$ 0
Total of all deferred income tax liabilities	\$ 0	\$ 0
Net deferred tax asset (liability)	\$ 14,143,162	\$ 0
Total deferred tax assets non-admitted in accordance with SSAP No.10		
	\$ (14,143,162)	\$ 0
Total net admitted deferred tax asset (liability)	\$ 0	\$ 0
(Increase) decrease in deferred tax assets non-admitted	\$ (14,143,162)	\$ 0

B. Unrecognized deferred tax liabilities
There are no temporary differences for which deferred tax liabilities are not recognized.

C. Current income taxes incurred consist of the following major components:

	2007	2006
Current year tax expense (benefit) (exclusive of items below)	\$ 0	\$ 0
Tax credits		
Prior year adjustments	\$ 0	\$ 0
Current income taxes incurred	\$ 0	\$ 0

Deferred income tax assets and liabilities consist of the following major components:

	2007	2006	Change
Deferred tax assets:			
Goodwill	\$ 3,773,323	\$ 0	\$ 3,773,323
Property & Equipment	\$ 1,153,138	\$ 0	\$ 1,153,138
Claims Unpaid	\$ 925,104	\$ 0	\$ 925,104
Contractual Allowances	\$ 707,642	\$ 0	\$ 707,642
Unearned Revenue	\$ 0	\$ 0	\$ 0
Federal NOL Carryforward	\$ 7,312,944	\$ 0	\$ 7,312,944
Other	\$ 271,011	\$ 0	\$ 271,011
Total deferred tax assets	\$ 14,143,162	\$ 0	\$ 14,143,162
Non-admitted deferred tax assets	\$ (14,143,162)	\$ 0	\$ (14,143,162)
Admitted deferred tax assets	\$ 0	\$ 0	\$ 0
Deferred tax liabilities:			
Other	0	0	0
Net Admitted Deferred Tax Assets (Liabilities)	\$ 0	\$ 0	\$ 0

D. The Company’s income tax incurred and change in deferred income tax differs from the amount obtained by applying the federal statutory rate to income before income taxes. The significant items causing this difference are as follows:

	2007
Federal current income taxes incurred	\$ 0
Change in deferred income tax	\$ (14,143,162)
Other	0
Total statutory income taxes	\$ (14,143,162)

Notes to Financial Statement

Provision computed at statutory rate	\$ 0
	<u>35%</u>
Expected income tax expense (benefit) at 35% statutory rate	\$ 0
Nondeductible lobbying expenses	\$ 0
Change in non-admitted assets	\$ 0
Other nondeductible expenses	\$ 0
Prior year adjustment	<u>\$ 0</u>
Totals	<u><u>\$ 0</u></u>

E. Operating Loss Carryforward

- a. As of December 31, 2007, the separate company operating loss carryforward available for federal tax purposes is \$20,894,125.
- b. The amount of income taxes incurred that are available for recoupment in the event of future net losses are: current year \$0; first preceding year \$0.

F. Consolidated Federal Income Tax Return

- a. The Company’s Federal Income Tax Return is consolidated with the following entities:

AMERIGROUP Corporation (Parent)
AMERIGROUP Florida, Inc.
AMERIGROUP New Jersey, Inc.
AMERIGROUP Texas, Inc.
AMERIGROUP Virginia, Inc.
AMERIGROUP Ohio, Inc.
AMERIGROUP Maryland, Inc.
AMGP Georgia Managed Care Company, Inc.
PHP Holdings, Inc.
AMERIGROUP New York, LLC
AMERIGROUP Tennessee, Inc.
AMERIGROUP Community Care of New Mexico, Inc.
AMERIGROUP Community Care of South Carolina, Inc.
AMERIGROUP Health Solutions, Inc.
AMERIGROUP Nevada, Inc.

AMERIGROUP Corporation has a written agreement outlining the method of allocating federal income tax between the entities. The allocation is based upon separate return calculations for each member of the affiliated group. If a member has a net loss, current credit is provided to the extent that the member has previously paid taxes.

10. Information Concerning Parent, Subsidiaries and Affiliates

AMERIGROUP Corporation owns 100% of the outstanding shares of the Company and provides administrative and financial support services to the Company. Inter-company management fees are charged to the Company in accordance with a Management Services Agreement based on generally accepted accounting principles. As of December 31, 2007 the Company owed \$5,525,303 to AMERIGROUP Corporation. This amount was due to the difference between the estimated amount paid for Management fees to the parent and the final amount due. This amount was paid in January 2008.

11. Debt

The Company has no debt outstanding.

12. Retirement Plans, Deferred Compensation, Post-employment Benefits and Compensated Absences and Other Postretirement Benefits Plans

The Company’s employees have the option to participate in a deferred compensation plan sponsored by AMERIGROUP Corporation. All full-time and most part-time employees of AMERIGROUP Corporation and the Company may elect to participate in this plan. This plan is exempt from income taxes under Section 401(k) of the Internal Revenue Code. Participants may contribute a certain percentage of their compensation subject to maximum federal and plan limits. AMERIGROUP Corporation may elect to match a certain percentage of each employee’s contributions up to specified limits. For the year ended December 31, 2007, AMERIGROUP Corporation’s matching contribution under the plan was approximately \$3,748,000 and was not directly charged to the Company.

13. Capital and Surplus, Shareholder's Dividend Restrictions and Quasi-Reorganizations.

Notes to Financial Statement

- (1) The Company has 1000 shares of common stock authorized and 1000 shares outstanding.
- (2) The Company has no preferred stock outstanding.

14. Contingencies

None

15. Leases

The Company leases office space under 2 operating lease agreements; one of the leases expires August 1, 2013 and the other expires April 30, 2010. Rental expense as of December 31, 2007 was approximately \$523,689. At December 31, 2007, the minimum aggregate rental commitments are as follows:

2008:	\$1,160,346
2009:	\$1,205,227
2010:	\$ 842,568
2011:	\$ 606,838
2012:	\$ 682,166

16. Information about Financial Instruments with Off-Balance Sheet Risk and Financial with Concentrations of Credit Risk.

None

17. Sale, Transfer and Servicing of Financial Assets and Extinguishments of Liabilities

None

18. Gain or Loss to the Reporting Entity from Uninsured A&H Plans and the Uninsured Portion of Partially Insured Plans.

None

19. Direct Premium Written/Produced by Managing General Agents/Third Party Administrators.

None

20. Other Items

None

21. Events Subsequent

None.

22. Reinsurance

A new contract was signed with the ING Reinsurance, a division of ReliaStar Life Insurance Company, effective July 1, 2007, with the attachment points per Medicaid being of 1,000,000 per member. The Company during this reporting period had no Unsecured Reinsurance Recoverable, Reinsurance Recoverable in Dispute, Uncollectible Reinsurance, and Commutation of Reinsurance or Retroactive Reinsurance.

23. Retrospectively Rated Contracts and Contracts Subject to Redetermination

None

24. Change in Incurred Claims and Claim Adjustment Expenses

The changes to reserves for incurred claims and claim adjustment expenses result from re-estimation and are reflected in the period determined.

25. Intercompany Pooling Arrangements

None

26. Structured Settlements

None

27. Health Care Receivables

Notes to Financial Statement

Health Care Receivables consist of provider advances and provider overpayments on paid claims, administrative services, and ASO claims payment receivable from the state of Tennessee.

28. Participating Policies

None

29. Premium Deficiency Reserves.

None

30. Salvage and Subrogation

None

SUMMARY INVESTMENT SCHEDULE

Investment Categories		Gross Investment Holdings		Admitted Assets as Reported in the Annual Statement	
		1 Amount	2 Percentage	3 Amount	4 Percentage
1.	Bonds:				
1.1	U.S. treasury securities	24,095,124	25.388	24,095,124	25.388
1.2	U.S. government agency obligations (excluding mortgage-backed securities):				
1.21	Issued by U.S. government agencies				
1.22	Issued by U.S. government sponsored agencies				
1.3	Foreign government (including Canada, excluding mortgage-backed securities)				
1.4	Securities issued by states, territories, and possessions and political subdivisions in the U.S.:				
1.41	States, territories and possessions general obligations				
1.42	Political subdivisions of states, territories and possessions and political subdivisions general obligations				
1.43	Revenue and assessment obligations				
1.44	Industrial development and similar obligations				
1.5	Mortgage-backed securities (includes residential and commercial MBS):				
1.51	Pass-through securities:				
1.511	Issued or Guaranteed by GNMA				
1.512	Issued or Guaranteed by FNMA and FHLMC				
1.513	All other				
1.52	CMOs and REMICs:				
1.521	Issued or guaranteed by GNMA, FNMA, FHLMC or VA				
1.522	Issued by non-U.S. Government issuers and collateralized by mortgage-backed securities issued or guaranteed by agencies shown in Line 1.521				
1.523	All other				
2.	Other debt and other fixed income securities (excluding short term):				
2.1	Unaffiliated domestic securities (includes credit tenant loans rated by the SVO)				
2.2	Unaffiliated foreign securities				
2.3	Affiliated securities				
3.	Equity interests:				
3.1	Investments in mutual funds				
3.2	Preferred stocks:				
3.21	Affiliated				
3.22	Unaffiliated				
3.3	Publicly traded equity securities (excluding preferred stocks):				
3.31	Affiliated				
3.32	Unaffiliated				
3.4	Other equity securities:				
3.41	Affiliated				
3.42	Unaffiliated				
3.5	Other equity interests including tangible personal property under lease:				
3.51	Affiliated				
3.52	Unaffiliated				
4.	Mortgage loans:				
4.1	Construction and land development				
4.2	Agricultural				
4.3	Single family residential properties				
4.4	Multifamily residential properties				
4.5	Commercial loans				
4.6	Mezzanine real estate loans				
5.	Real estate investments:				
5.1	Property occupied by company				
5.2	Property held for production of income (including \$.....0 of property acquired in satisfaction of debt)				
5.3	Property held for sale (including \$.....0 property acquired in satisfaction of debt)				
6.	Contract loans				
7.	Receivables for securities				
8.	Cash, cash equivalents and short-term investments	70,813,926	74.612	70,813,926	74.612
9.	Other invested assets				
10.	Total invested assets	94,909,050	100.000	94,909,050	100.000

GENERAL INTERROGATORIES
PART 1 - COMMON INTERROGATORIES
GENERAL

- 1.1 Is the reporting entity a member of an Insurance Holding Company System consisting of two or more affiliated persons, one or more of which is an insurer?

Yes[X] No[]
- 1.2 If yes, did the reporting entity register and file with its domiciliary State Insurance Commissioner, Director or Superintendent or with such regulatory official of the state of domicile of the principal insurer in the Holding Company System, a registration statement providing disclosure substantially similar to the standards adopted by the National Association of Insurance Commissioners (NAIC) in its Model Insurance Holding Company System Regulatory Act and model regulations pertaining thereto, or is the reporting entity subject to standards and disclosure requirements substantially similar to those required by such Act and regulations?

Yes[X] No[] N/A[]
- 1.3 State Regulating?

Tennessee

- 2.1 Has any change been made during the year of this statement in the charter, by-laws, articles of incorporation, or deed of settlement of the reporting entity?

Yes[] No[X]
- 2.2 If yes, date of change:

- 3.1 State as of what date the latest financial examination of the reporting entity was made or is being made.
- 3.2 State the as of date that the latest financial examination report became available from either the state of domicile or the reporting entity. This date should be the date of the examined balance sheet and not the date the report was completed or released.
- 3.3 State as of what date the latest financial examination report became available to other states or the public from either the state of domicile or the reporting entity. This is the release date or completion date of the examination report and not the date of the examination (balance sheet date).
- 3.4 By what department or departments?

- 4.1 During the period covered by this statement, did any agent, broker, sales representative, non-affiliated sales/service organization or any combination thereof under common control (other than salaried employees of the reporting entity) receive credit or commissions for or control a substantial part (more than 20 percent of any major line of business measured on direct premiums) of:

Yes[] No[X]
- 4.11 sales of new business?

Yes[] No[X]
- 4.12 renewals?
- 4.2 During the period covered by this statement, did any sales/service organization owned in whole or in part by the reporting entity or an affiliate, receive credit or commissions for or control a substantial part (more than 20 percent of any major line of business measured on direct premiums) of:

Yes[] No[X]
- 4.21 sales of new business?

Yes[] No[X]
- 4.22 renewals?

- 5.1 Has the reporting entity been a party to a merger or consolidation during the period covered by this statement?

Yes[] No[X]
- 5.2 If yes, provide the name of the entity, NAIC company code, and state of domicile (use two letter state abbreviation) for any entity that has ceased to exist as a result of the merger or consolidation.

1	2	3
Name of Entity	NAIC Company Code	State of Domicile

- 6.1 Has the reporting entity had any Certificates of Authority, licenses or registrations (including corporate registration, if applicable) suspended or revoked by any governmental entity during the reporting period?

Yes[] No[X]
- 6.2 If yes, give full information:
- 7.1 Does any foreign (non-United States) person or entity directly or indirectly control 10% or more of the reporting entity?

Yes[] No[X]
- 7.2 If yes,
- 7.21 State the percentage of foreign control

0.000%
- 7.22 State the nationality(s) of the foreign person(s) or entity(s); or if the entity is a mutual or reciprocal, the nationality of its manager or attorney-in-fact and identify the type of entity(s) (e.g., individual, corporation, government, manager or attorney-in-fact)

1	2
Nationality	Type of Entity

- 8.1 Is the company a subsidiary of a bank holding company regulated by the Federal Reserve Board?

Yes[] No[X]
- 8.2 If response to 8.1 is yes, please identify the name of the bank holding company.
- 8.3 Is the company affiliated with one or more banks, thrifts or securities firms?

Yes[] No[X]
- 8.4 If response to 8.3 is yes, please provide the names and location (city and state of the main office) of any affiliates regulated by a federal financial regulatory services agency [i.e., the Federal Reserve Board (FRB), the Office of the Comptroller of the Currency (OCC), the Office of Thrift Supervision (OTS), the Federal Deposit Insurance Corporation (FDIC) and the Securities Exchange Commission (SEC) and identify the affiliate's primary federal regulator.

1	2	3	4	5	6	7
Affiliate Name	Location (City, State)	FRB	OCC	OTS	FDIC	SEC
		Yes[] No[X]	Yes[] No[X]	Yes[] No[X]	Yes[] No[X]	Yes[] No[X]

9. What is the name and address of the independent certified public accountant or accounting firm retained to conduct the annual audit?

KPMG 2100 Dominion Towers / 999 Waterside Dr. Norfolk, Virginia 23510
10. What is the name, address and affiliation (officer/employee of the reporting entity or actuary/consultant associated with an actuarial consulting firm) of the individual providing the statement of actuarial opinion/certification?

Reden & Anders LTD., 1200 17th Street Suite 750, Denver, CO 80202
- 11.1 Does the reporting entity own any securities of a real estate holding company or otherwise hold real estate indirectly?

Yes[] No[X]
- 11.11 Name of real estate holding company
- 11.12 Number of parcels involved

0
- 11.13 Total book/adjusted carrying value

\$ 0
- 11.2 If yes, provide explanation
12. FOR UNITED STATES BRANCHES OF ALIEN REPORTING ENTITIES ONLY:
- 12.1 What changes have been made during the year in the United States manager or the United States trustees of the reporting entity?
- 12.2 Does this statement contain all business transacted for the reporting entity through its United States Branch on risks wherever located?

Yes[] No[] N/A[X]
- 12.3 Have there been any changes made to any of the trust indentures during the year?

Yes[] No[] N/A[X]
- 12.4 If answer to (12.3) is yes, has the domiciliary or entry state approved the changes?

Yes[] No[] N/A[X]
- 13.1 Are the senior officers (principal executive officer, principal financial officer, principal accounting officer or controller, or persons performing similar functions) of the reporting entity subject to a code of ethics, which includes the following standards?

Yes[X] No[]

GENERAL INTERROGATORIES (Continued)

1 Name of Custodian(s)	2 Custodian's Address
U.S. Bank	EX DC-WNWW, 1025 Connecticut Avenue, Suite 517, Washington, DC 20036

26.02 For all agreements that do not comply with the requirements of the NAIC Financial Condition Examiners Handbook, provide the name, location and a complete explanation:

1 Name(s)	2 Location(s)	3 Complete Explanation(s)
.....

26.03 Have there been any changes, including name changes, in the custodian(s) identified in 26.01 during the current year? Yes[] No[X]
26.04 If yes, give full and complete information relating thereto:

1 Old Custodian	2 New Custodian	3 Date of Change	4 Reason
.....

26.05 Identify all investment advisers, brokers/dealers or individuals acting on behalf of broker/dealers that have access to the investment accounts, handle securities and have authority to make investments on behalf of the reporting entity:

1 Central Registration Depository Number(s)	2 Name	3 Address
.....

27.1 Does the reporting entity have any diversified mutual funds reported in Schedule D, Part 2 (diversified according to the Securities and Exchange Commission (SEC) in the Investment Company Act of 1940 [Section 5 (b)(1)])? Yes[] No[X]
27.2 If yes, complete the following schedule:

1 CUSIP #	2 Name of Mutual Fund	3 Book/Adjusted Carrying Value
27.2999 Total

27.3 For each mutual fund listed in the table above, complete the following schedule:

1 Name of Mutual Fund (from above table)	2 Name of Significant Holding of the Mutual Fund	3 Amount of Mutual Fund's Book/Adjusted Carrying Value Attributable to the Holding	4 Date of Valuation
.....

28. Provide the following information for all short term and long term bonds and all preferred stocks. Do not substitute amortized value or statement value for fair value.

	1 Statement (Admitted) Value	2 Fair Value	3 Excess of Statement over Fair Value (-), or Fair Value over Statement (+)
28.1 Bonds .....	..... 89,965,117	..... 90,072,939	..... 107,822
28.2 Preferred stocks .....	.....	.....	.....
28.3 Totals .....	..... 89,965,117	..... 90,072,939	..... 107,822

28.4 Describe the sources of methods utilized in determining the fair values
As stated on the monthly Brokers' statements.
29.1 Have all the filing requirements of the Purposes and Procedures Manual of the NAIC Securities Valuation Office been followed? Yes[X] No[]
29.2 If no, list exceptions:

OTHER

30.1 Amount of payments to Trade Associations, Service Organizations and Statistical or Rating Bureaus, if any? \$. 19,045
30.2 List the name of the organization and the amount paid if any such payment represented 25% or more of the total payments to Trade Associations, Service Organizations and Statistical or Rating Bureaus during the period covered by this statement.

GENERAL INTERROGATORIES (Continued)

1 Name	2 Amount Paid
Nashville Health Care Council .....	..... 10,000

31.1 Amount of payments for legal expenses, if any?

31.2 List the name of the firm and the amount paid if any such payments represented 25% or more of the total payments for legal expenses during the period covered by this statement.

\$..... 69,659

1 Name	2 Amount Paid
Waller Lansden Dortch & Davis, LLP .....	..... 66,330

32.1 Amount of payments for expenditures in connection with matters before legislative bodies, officers or department of government, if any?

32.2 List the name of firm and the amount paid if any such payment represented 25% or more of the total payment expenditures in connection with matters before legislative bodies officers or department of government during the period covered by this statement.

\$..... 0

1 Name	2 Amount Paid
.....

GENERAL INTERROGATORIES (Continued)

PART 2 - HEALTH INTERROGATORIES

1.1 Does the reporting entity have any direct Medicare Supplement Insurance in force?

Yes[] No[X]

1.2 If yes, indicate premium earned on U.S. business only:

\$ 0

1.3 What portion of Item (1.2) is not reported on the Medicare Supplement Insurance Experience Exhibit?

\$ 0

1.31 Reason for excluding:

1.4 Indicate amount of earned premium attributable to Canadian and/or Other Alien not included in Item (1.2) above.

\$ 0

1.5 Indicate total incurred claims on all Medicare Supplement insurance.

\$ 0

1.6 Individual policies - Most current three years:

1.61 Total premium earned

\$ 0

1.62 Total incurred claims

\$ 0

1.63 Number of covered lives

..... 0

All years prior to most current three years:

1.64 Total premium earned

\$ 0

1.65 Total incurred claims

\$ 0

1.66 Number of covered lives

..... 0

1.7 Group policies - Most current three years:

1.71 Total premium earned

\$ 0

1.72 Total incurred claims

\$ 0

1.73 Number of covered lives

..... 0

All years prior to most current three years:

1.74 Total premium earned

\$ 0

1.75 Total incurred claims

\$ 0

1.76 Number of covered lives

..... 0

2. Health Test

		1	2
		Current Year	Prior Year
2.1	Premium Numerator	384,864,891	.....
2.2	Premium Denominator	384,864,891	.....
2.3	Premium Ratio (2.1 / 2.2)	1.000	.....
2.4	Reserve Numerator	72,252,049	.....
2.5	Reserve Denominator	72,252,049	.....
2.6	Reserve Ratio (2.4 / 2.5)	1.000	.....

3.1 Has the reporting entity received any endowment or gift from contracting hospitals, physicians, dentists, or others that is agreed will be returned when, as and if the earnings of the reporting entity permits?

Yes[] No[X]

3.2 If yes, give particulars:

4.1 Have copies of all agreements stating the period and nature of hospitals', physicians', and dentists' care offered to subscribers and dependents been filed with the appropriate regulatory agency?

Yes[X] No[]

4.2 If not previously filed furnish herewith a copy(ies) of such agreement(s). Do these agreements include additional benefits offered?

Yes[] No[X]

5.1 Does the reporting entity have stop-loss reinsurance?

Yes[X] No[]

5.2 If no, explain:

5.3 Maximum retained risk (see instructions):

5.31 Comprehensive Medical

\$ 750,000

5.32 Medical Only

\$ 0

5.33 Medicare Supplement

\$ 0

5.34 Dental

\$ 0

5.35 Other Limited Benefit Plan

\$ 0

5.36 Other

\$ 0

6. Describe arrangement which the reporting entity may have to protect subscribers and their dependents against the risk of insolvency including hold harmless provisions, conversion privileges with other carriers, agreements with providers to continue rendering services, and any other agreements:

AMERIGROUP Tennessee, Inc. has an insolvency continuation and coversion provision with ING Reinsurance in the event of insolvency.

7.1 Does the reporting entity set up its claim liability for provider services on a service date base?

Yes[X] No[]

7.2 If no, give details:

8. Provide the following information regarding participating providers:

8.1 Number of providers at start of reporting year

..... 0

8.2 Number of providers at end of reporting year

..... 5,552

9.1 Does the reporting entity have business subject to premium rate guarantees?

Yes[] No[X]

9.2 If yes, direct premium earned:

9.21 Business with rate guarantees between 15-36 months

..... 0

9.22 Business with rate guarantees over 36 months

..... 0

10.1 Does the reporting entity have Incentive Pool, Withhold or Bonus Arrangements in its provider contracts?

Yes[] No[X]

10.2 If yes:

10.21 Maximum amount payable bonuses

\$ 0

10.22 Amount actually paid for year bonuses

\$ 0

10.23 Maximum amount payable withholds

\$ 0

10.24 Amount actually paid for year withholds

\$ 0

11.1 Is the reporting entity organized as:

11.12 A Medical Group/Staff Model,

Yes[] No[X]

11.13 An Individual Practice Association (IPA), or,

Yes[] No[X]

11.14 A Mixed Model (combination of above)?

Yes[] No[X]

11.2 Is the reporting entity subject to Minimum Net Worth Requirements?

Yes[X] No[]

11.3 If yes, show the name of the state requiring such net worth.

Tennessee

11.4 If yes, show the amount required.

\$ 15,656,844

11.5 Is this amount included as part of a contingency reserve in stockholder's equity?

Yes[] No[X]

11.6 If the amount is calculated, show the calculation.

4% of the first \$150,000,000 of annualized revenue, plus 1.5% above \$150,000,000 based upon weighted average capitation rates proposed by contractor, plus priority add-on capitation times the number of enrollees assigned as of 12/01/06.

12. List service areas in which the reporting entity is licensed to operate:

1
Name of Service Area
Grand Region Middle
Grand Region West

FIVE-YEAR HISTORICAL DATA

	1 2007	2 2006	3 2005	4 2004	5 2003
BALANCE SHEET (Pages 2 and 3)					
1. Total admitted assets (Page 2, Line 26)	109,602,809				
2. Total liabilities (Page 3, Line 22)	83,541,695	261,411			
3. Statutory surplus	15,656,844				
4. Total capital and surplus (Page 3, Line 31)	26,061,114	(261,411)			
INCOME STATEMENT (Page 4)					
5. Total revenues (Line 8)	384,864,891				
6. Total medical and hospital expenses (Line 18)	360,775,300				
7. Claims adjustment expenses (Line 20)	10,471,572				
8. Total administrative expenses (Line 21)	41,393,542	261,411			
9. Net underwriting gain (loss) (Line 24)	(27,775,523)	(261,411)			
10. Net investment gain (loss) (Line 27)	3,133,971				
11. Total other income (Lines 28 plus 29)					
12. Net income or (loss) (Line 32)	(24,641,552)	(261,411)			
Cash Flow (Page 6)					
13. Net cash from operations (Line 11)	38,809,809				
RISK-BASED CAPITAL ANALYSIS					
14. Total adjusted capital	26,061,114				
15. Authorized control level risk-based capital	16,642,189				
ENROLLMENT (Exhibit 1)					
16. Total members at end of period (Column 5, Line 7)	356,528				
17. Total members months (Column 6, Line 7)	1,988,320				
OPERATING PERCENTAGE (Page 4)					
(Item divided by Page 4, sum of Lines 2, 3 and 5) x 100.0					
18. Premiums earned plus risk revenue (Line 2 plus Lines 3 and 5)	100.0	100.0	100.0	100.0	100.0
19. Total hospital and medical plus other non-health (Lines 18 plus Line 19)	93.7				
20. Cost containment expenses	2.2				X X X
21. Other claims adjustment expenses	0.5				
22. Total underwriting deductions (Line 23)	107.2				
23. Total underwriting gain (loss) (Line 24)	(7)				
UNPAID CLAIMS ANALYSIS					
(U&I Exhibit, Part 2B)					
24. Total claims incurred for prior years (Line 13, Column 5)					
25. Estimated liability of unpaid claims-[prior year (Line 13, Column 6)]					
INVESTMENTS IN PARENT, SUBSIDIARIES AND AFFILIATES					
26. Affiliated bonds (Sch. D Summary, Line 25, Column 1)					
27. Affiliated preferred stocks (Sch. D Summary, Line 39, Column 1)					
28. Affiliated common stocks (Sch. D Summary, Line 53, Column 1)					
29. Affiliated short-term investments (subtotal included in Sch. DA, Part 2, Column 5, Line 7)					
30. Affiliated mortgage loans on real estate					
31. All other affiliated					
32. Total of above Lines 26 to 31					



EXHIBIT OF PREMIUMS, ENROLLMENT AND UTILIZATION (a)

REPORT FOR: 1. CORPORATION: AMERIGROUP Tennessee, Inc. 2. LOCATION:
BUSINESS IN THE STATE OF TENNESSEE DURING THE YEAR

NAIC Group Code 1156

NAIC Company Code 12941

	1	Comprehensive (Hospital & Medical)		4	5	6	7	8	9	10
		2	3							
	Total	Individual	Group	Medicare Supplement	Vision Only	Dental Only	Federal Employees Health Benefit Plan	Title XVIII Medicare	Title XIX Medicaid	Other
Total Members at end of:										
1. Prior Year										
2. First Quarter										
3. Second Quarter	182,201								182,201	
4. Third Quarter	185,365								185,365	
5. Current Year	356,528								356,528	
6. Current Year Member Months	1,988,320								1,988,320	
Total Member Ambulatory Encounters for Year:										
7. Physician	720,117								720,117	
8. Non-Physician	587,070								587,070	
9. Total	1,307,187								1,307,187	
10. Hospital Patient Days Incurred	102,400								102,400	
11. Number of Inpatient Admissions	14,567								14,567	
12. Health Premiums Written (b)	384,864,891								384,864,891	
13. Life Premiums Direct										
14. Property/Casualty Premiums Written										
15. Health Premiums Earned	384,864,891								384,864,891	
16. Property/Casualty Premiums Earned										
17. Amount Paid for Provision of Health Care Services	287,663,610								287,663,610	
18. Amount Incurred for Provision of Health Care Services	359,627,547								359,627,547	

(a) For health business: number of persons insured under PPO managed care products0 and number of persons insured under indemnity only products0.
(b) For health premiums written: amount of Medicare Title XVIII exempt from state taxes or fees \$.....0



EXHIBIT OF PREMIUMS, ENROLLMENT AND UTILIZATION (a)

REPORT FOR: 1. CORPORATION: AMERIGROUP Tennessee, Inc. 2. LOCATION:
BUSINESS IN THE STATE OF GRAND TOTAL DURING THE YEAR

NAIC Group Code 1156

NAIC Company Code 12941

	1	Comprehensive (Hospital & Medical)		4	5	6	7	8	9	10
		2	3							
	Total	Individual	Group	Medicare Supplement	Vision Only	Dental Only	Federal Employees Health Benefit Plan	Title XVIII Medicare	Title XIX Medicaid	Other
Total Members at end of:										
1. Prior Year										
2. First Quarter										
3. Second Quarter	182,201								182,201	
4. Third Quarter	185,365								185,365	
5. Current Year	356,528								356,528	
6. Current Year Member Months	1,988,320								1,988,320	
Total Member Ambulatory Encounters for Year:										
7. Physician	720,117								720,117	
8. Non-Physician	587,070								587,070	
9. Total	1,307,187								1,307,187	
10. Hospital Patient Days Incurred	102,400								102,400	
11. Number of Inpatient Admissions	14,567								14,567	
12. Health Premiums Written (b)	384,864,891								384,864,891	
13. Life Premiums Direct										
14. Property/Casualty Premiums Written										
15. Health Premiums Earned	384,864,891								384,864,891	
16. Property/Casualty Premiums Earned										
17. Amount Paid for Provision of Health Care Services	287,663,610								287,663,610	
18. Amount Incurred for Provision of Health Care Services	359,627,547								359,627,547	

(a) For health business: number of persons insured under PPO managed care products0 and number of persons insured under indemnity only products0.
(b) For health premiums written: amount of Medicare Title XVIII exempt from state taxes or fees \$.....0

30 Grand Total

SCHEDULE A - VERIFICATION BETWEEN YEARS
Real Estate

1.	Book/adjusted carrying value, December 31, prior year	
2.	Increase (decrease) by adjustment:	
2.1	Totals, Part 1, Column 11	
2.2	Totals, Part 3, Column 8	
3.	Cost of acquired, (Totals, Part 2, Column 6, net of encumbrances (Column 7) and net of additions and permanent improvements (Column 9))	
4.	Cost of additions and permanent improvements:	
4.1	Totals, Part 1, Column 14	
4.2	Totals, Part 3, Column 10	
5.	Total profit (loss) on sales, Part 3, Column 15	
6.	Increase (decrease) by foreign exchange adjustment	
6.1	Totals, Part 1, Column 12	
6.2	Totals, Part 3, Column 9	
7.	Amounts received on sales, Part 3, Column 12 and Part 1, Column 13	
8.	Book/adjusted carrying value at the end of current period	
9.	Total valuation allowance	
10.	Subtotal (Lines 8 plus 9)	
11.	Total nonadmitted amounts	
12.	Statement value, current period (Page 2, real estate lines, Net Admitted Assets column)	

SCHEDULE B - VERIFICATION BETWEEN YEARS
Mortgage Loans

1.	Book value/recorded investment excluding accrued interest on mortgages owned, December 31 of prior year	
2.	Amount loaned during year:	
2.1	Actual cost at time of acquisitions	
2.2	Additional investment made after acquisitions	
3.	Accrual of discount and mortgage interest points and commitment fees	
4.	Increase (decrease) by adjustment	
5.	Total profit (loss) on sale	
6.	Amounts paid on account or in full during the year	
7.	Amortization of premium	
8.	Increase (decrease) by foreign exchange adjustment	
9.	Book value/recorded investment excluding accrued interest on mortgages owned at end of current period	
10.	Total valuation allowance	
11.	Subtotal (Lines 9 plus 10)	
12.	Total nonadmitted amounts	
13.	Statement value of mortgages owned at end of current period (Page 2, mortgage lines, Net Admitted Assets column)	

SCHEDULE BA - VERIFICATION BETWEEN YEARS
Long-Term Invested Assets

1.	Book/adjusted carrying value of long-term invested assets owned, December 31 of prior year	
2.	Cost of acquisitions during year:	
2.1	Actual cost at time of acquisitions	
2.2	Additional investment made after acquisitions	
3.	Accrual of discount	
4.	Increase (decrease) by adjustment	
5.	Total profit (loss) on sale	
6.	Amounts paid on account or in full during the year	
7.	Amortization of premium	
8.	Increase (decrease) by foreign exchange adjustment	
9.	Book/adjusted carrying value of long-term invested assets at end of current period	
10.	Total valuation allowance	
11.	Subtotal (Lines 9 plus 10)	
12.	Total nonadmitted amounts	
13.	Statement value of long-term invested assets at end of current period (Page 2, Line 7, Column 3)	

SCHEDULE D - SUMMARY BY COUNTRY
Long-Term Bonds and Stocks OWNED December 31 of Current Year

Description			1 Book/Adjusted Carrying Value	2 Fair Value	3 Actual Cost	4 Par Value of Bonds
BONDS Governments (Including all obligations guaranteed by governments)	1.	United States	24,095,124	24,195,563	24,093,260	24,100,000
	2.	Canada				
	3.	Other Countries				
	4.	Totals	24,095,124	24,195,563	24,093,260	24,100,000
States, Territories and Possessions (Direct and Guaranteed)	5.	United States				
	6.	Canada				
	7.	Other Countries				
	8.	Totals				
Political Subdivisions of States, Territories and Possessions (Direct and Guaranteed)	9.	United States				
	10.	Canada				
	11.	Other Countries				
	12.	Totals				
Special revenue and special assessment obligations and all non-guaranteed obligations of agencies and authorities of governments and their political subdivisions	13.	United States				
	14.	Canada				
	15.	Other Countries				
	16.	Totals				
Public Utilities (unaffiliated)	17.	United States				
	18.	Canada				
	19.	Other Countries				
	20.	Totals				
Industrial and Miscellaneous and Credit Tenant Loans (unaffiliated)	21.	United States				
	22.	Canada				
	23.	Other Countries				
	24.	Totals				
Parent, Subsidiaries and Affiliates	25.	Totals				
	26.	Total Bonds	24,095,124	24,195,563	24,093,260	24,100,000
PREFERRED STOCKS Public Utilities (unaffiliated)	27.	United States				
	28.	Canada				
	29.	Other Countries				
	30.	Totals				
Banks, Trust and Insurance Companies (unaffiliated)	31.	United States				
	32.	Canada				
	33.	Other Countries				
	34.	Totals				
Industrial and Miscellaneous (unaffiliated)	35.	United States				
	36.	Canada				
	37.	Other Countries				
	38.	Totals				
Parent, Subsidiaries and Affiliates	39.	Totals				
	40.	Total Preferred Stocks				
COMMON STOCKS Public Utilities (unaffiliated)	41.	United States				
	42.	Canada				
	43.	Other Countries				
	44.	Totals				
Banks, Trust and Insurance Companies (unaffiliated)	45.	United States				
	46.	Canada				
	47.	Other Countries				
	48.	Totals				
Industrial and Miscellaneous (unaffiliated)	49.	United States				
	50.	Canada				
	51.	Other Countries				
	52.	Totals				
Parent, Subsidiaries and Affiliates	53.	Totals				
	54.	Total Common Stocks				
	55.	Total Stocks				
	56.	Total Bonds and Stocks	24,095,124	24,195,563	24,093,260	

SCHEDULE D - Verification Between Years
Bonds and Stocks

1. Book/adjusted carrying value of bonds and stocks, prior year		7. Amortization of premium.....	
2. Cost of bonds and stocks acquired, Column 7, Part 3.....	35,068,872	8. Foreign Exchange Adjustment:	
3. Accrual of discount.....	7,296	8.1 Column 15, Part 1.....	
4. Increase (decrease) by adjustment:		8.2 Column 19, Part 2, Section 1.....	
4.1 Columns 12 - 14, Part 1.....		8.3 Column 16, Part 2, Section 2.....	
4.2 Column 15 - 17, Part 2, Section 1....		8.4 Column 15, Part 4.....	
4.3 Column 15, Part 2, Section 2.....			
4.4 Column 11 - 13, Part 4.....		9. Book/adjusted carrying value at end of current period.....	24,095,124
5. Total gain (loss), Column 19, Part 4.....	18,956	10. Total valuation allowance.....	
6. Deduct consideration for bonds and stocks disposed of		11. Subtotal (Lines 9 plus 10).....	24,095,124
Column 7, Part 4.....	11,000,000	12. Total nonadmitted assets.....	
		13. Statement value of bonds and stocks, current period.....	24,095,124

SCHEDULE D - PART 1A - SECTION 1

Quality and Maturity Distribution of All Bonds Owned December 31, at Book/Adjusted Carrying Values by Major Types of Issues and NAIC Designations

Quality Rating Per the NAIC Designation		1 1 Year or Less	2 Over 1 Year Through 5 Years	3 Over 5 Years Through 10 Years	4 Over 10 Years Through 20 Years	5 Over 20 Years	6 Total Current Year	7 Column 6 as a % of Line 10.7	8 Total From Column 6 Prior Year	9 % From Column 7 Prior Year	10 Total Publicly Traded	11 Total Privately Placed (a)
1.	U.S. Governments, Schedules D & DA (Group 1)											
1.1	Class 1	70,368,443	19,596,674				89,965,117	100.00			89,965,117	
1.2	Class 2											
1.3	Class 3											
1.4	Class 4											
1.5	Class 5											
1.6	Class 6											
1.7	TOTALS	70,368,443	19,596,674				89,965,117	100.00			89,965,117	
2.	All Other Governments, Schedules D & DA (Group 2)											
2.1	Class 1											
2.2	Class 2											
2.3	Class 3											
2.4	Class 4											
2.5	Class 5											
2.6	Class 6											
2.7	TOTALS											
3.	States, Territories and Possessions etc., Guaranteed, Schedules D & DA (Group 3)											
3.1	Class 1											
3.2	Class 2											
3.3	Class 3											
3.4	Class 4											
3.5	Class 5											
3.6	Class 6											
3.7	TOTALS											
4.	Political Subdivisions of States, Territories & Possessions, Guaranteed, Schedules D & DA (Group 4)											
4.1	Class 1											
4.2	Class 2											
4.3	Class 3											
4.4	Class 4											
4.5	Class 5											
4.6	Class 6											
4.7	TOTALS											
5.	Special Revenue & Special Assessment Obligations etc., Non-Guaranteed, Schedules D & DA (Group 5)											
5.1	Class 1											
5.2	Class 2											
5.3	Class 3											
5.4	Class 4											
5.5	Class 5											
5.6	Class 6											
5.7	TOTALS											

SCHEDULE D - PART 1A - SECTION 1 (Continued)

Quality and Maturity Distribution of All Bonds Owned December 31, at Book/Adjusted Carrying Values by Major Types of Issues and NAIC Designations

Quality Rating Per the NAIC Designation		1 1 Year or Less	2 Over 1 Year Through 5 Years	3 Over 5 Years Through 10 Years	4 Over 10 Years Through 20 Years	5 Over 20 Years	6 Total Current Year	7 Column 6 as a % of Line 10.7	8 Total From Column 6 Prior Year	9 % From Column 7 Prior Year	10 Total Publicly Traded	11 Total Privately Placed (a)
6.	Public Utilities (Unaffiliated), Schedules D & DA (Group 6)											
6.1	Class 1											
6.2	Class 2											
6.3	Class 3											
6.4	Class 4											
6.5	Class 5											
6.6	Class 6											
6.7	TOTALS											
7.	Industrial & Miscellaneous (Unaffiliated), Schedules D & DA (Group 7)											
7.1	Class 1											
7.2	Class 2											
7.3	Class 3											
7.4	Class 4											
7.5	Class 5											
7.6	Class 6											
7.7	TOTALS											
8.	Credit Tenant Loans, Schedules D & DA (Group 8)											
8.1	Class 1											
8.2	Class 2											
8.3	Class 3											
8.4	Class 4											
8.5	Class 5											
8.6	Class 6											
8.7	TOTALS											
9.	Parent, Subsidiaries and Affiliates, Schedules D & DA (Group 9)											
9.1	Class 1											
9.2	Class 2											
9.3	Class 3											
9.4	Class 4											
9.5	Class 5											
9.6	Class 6											
9.7	TOTALS											

NONE

SCHEDULE D - PART 1A - SECTION 1 (Continued)

Quality and Maturity Distribution of All Bonds Owned December 31, at Book/Adjusted Carrying Values By Major Types of Issues and NAIC Designations

Quality Rating Per the NAIC Designation	1 1 Year or Less	2 Over 1 Year Through 5 Years	3 Over 5 Years Through 10 Years	4 Over 10 Years Through 20 Years	5 Over 20 Years	6 Total Current Year	7 Column 6 as a % of Line 10.7	8 Total From Column 6 Prior Year	9 % From Column 7 Prior Year	10 Total Publicly Traded	11 Total Privately Placed (a)
10. Total Bonds Current Year											
10.1 Class 1	70,368,443	19,596,674				89,965,117	100.00	X X X	X X X	89,965,117	
10.2 Class 2								X X X	X X X		
10.3 Class 3								X X X	X X X		
10.4 Class 4								X X X	X X X		
10.5 Class 5						(c)		X X X	X X X		
10.6 Class 6						(c)		X X X	X X X		
10.7 TOTALS	70,368,443	19,596,674				(b) 89,965,117	100.00	X X X	X X X	89,965,117	
10.8 Line 10.7 as a % of Column 6	78.22	21.78				100.00	X X X	X X X	X X X	100.00	
11. Total Bonds Prior Year											
11.1 Class 1						X X X	X X X				
11.2 Class 2						X X X	X X X				
11.3 Class 3						X X X	X X X				
11.4 Class 4						X X X	X X X				
11.5 Class 5						X X X	X X X	(c)			
11.6 Class 6						X X X	X X X	(c)			
11.7 TOTALS						X X X	X X X	(b)			
11.8 Line 11.7 as a % of Col. 8						X X X	X X X		X X X		
12. Total Publicly Traded Bonds											
12.1 Class 1	70,368,443	19,596,674				89,965,117	100.00			89,965,117	X X X
12.2 Class 2											X X X
12.3 Class 3											X X X
12.4 Class 4											X X X
12.5 Class 5											X X X
12.6 Class 6											X X X
12.7 TOTALS	70,368,443	19,596,674				89,965,117	100.00			89,965,117	X X X
12.8 Line 12.7 as a % of Col. 6	78.22	21.78				100.00	X X X	X X X	X X X	100.00	X X X
12.9 Line 12.7 as a % of Line 10.7, Col. 6, Section 10	78.22	21.78				100.00	X X X	X X X	X X X	100.00	X X X
13. Total Privately Placed Bonds											
13.1 Class 1										X X X	
13.2 Class 2										X X X	
13.3 Class 3										X X X	
13.4 Class 4										X X X	
13.5 Class 5										X X X	
13.6 Class 6										X X X	
13.7 TOTALS										X X X	
13.8 Line 13.7 as a % of Col. 6							X X X	X X X	X X X	X X X	
13.9 Line 13.7 as a % of Line 10.7, Col. 6, Section 10							X X X	X X X	X X X	X X X	

(a) Includes \$.....0 freely tradable under SEC Rule 144 or qualified for resale under SEC Rule 144A.
(b) Includes \$.....0 current year, \$.....0 prior year of bonds with Z designations and \$.....0 current year, \$.....0 prior year of bonds with Z* designations. The letter "Z" means the NAIC designation was not assigned by the Securities Valuation Office (SVO) at the date of the statement. "Z*" means the SVO could not evaluate the obligation because valuation procedures for the security class is under regulatory review.
(c) Includes \$.....0 current year, \$.....0 prior year of bonds with 5* designations and \$.....0 current year, \$.....0 prior year of bonds with 6* designations. "5*" means the NAIC designation was assigned by the SVO in reliance on the insurer's certification that the issuer is current in all principal and interest payments. "6*" means the NAIC designation was assigned by the SVO due to inadequate certification of principal and interest payments.

SCHEDULE D - PART 1A - SECTION 2

Maturity Distribution of All Bonds Owned December 31, At Book/Adjusted Carrying Values by Major Type and Subtype of Issues

	1 1 Year or Less	2 Over 1 Year Through 5 Years	3 Over 5 Years Through 10 Years	4 Over 10 Years Through 20 Years	5 Over 20 Years	6 Total Current Year	7 Column 6 as a % of Line 10.7	8 Total From Column 6 Prior Year	9 % From Column 7 Prior Year	10 Total Publicly Traded	11 Total Privately Placed
Distribution by Type											
1. U.S. Governments, Schedules D & DA (Group 1)											
1.1 Issuer Obligations	70,368,443	19,596,674				89,965,117	100.00			89,965,117	
1.2 Single Class Mortgage-Backed/Asset-Backed Securities											
1.7 TOTALS	70,368,443	19,596,674				89,965,117	100.00			89,965,117	
2. All Other Governments, Schedules D & DA (Group 2)											
2.1 Issuer Obligations											
2.2 Single Class Mortgage-Backed/Asset-Backed Securities											
MULTI-CLASS RESIDENTIAL MORTGAGE-BACKED SECURITIES:											
2.3 Defined											
2.4 Other											
MULTI-CLASS COMMERCIAL MORTGAGE-BACKED/ASSET-BACKED SECURITIES:											
2.5 Defined											
2.6 Other											
2.7 TOTALS											
3. States, Territories and Possessions, Guaranteed, Schedules D & DA (Group 3)											
3.1 Issuer Obligations											
3.2 Single Class Mortgage-Backed/Asset-Backed Securities											
MULTI-CLASS RESIDENTIAL MORTGAGE-BACKED SECURITIES:											
3.3 Defined											
3.4 Other											
MULTI-CLASS COMMERCIAL MORTGAGE-BACKED/ASSET-BACKED SECURITIES:											
3.5 Defined											
3.6 Other											
3.7 TOTALS											
4. Political Subdivisions of States, Territories & Possessions, Guaranteed, Schedules D & DA (Group 4)											
4.1 Issuer Obligations											
4.2 Single Class Mortgage-Backed/Asset-Backed Securities											
MULTI-CLASS RESIDENTIAL MORTGAGE-BACKED SECURITIES:											
4.3 Defined											
4.4 Other											
MULTI-CLASS COMMERCIAL MORTGAGE-BACKED/ASSET-BACKED SECURITIES:											
4.5 Defined											
4.6 Other											
4.7 TOTALS											
5. Special Revenue & Special Assessment Obligations etc., Non-Guaranteed, SCH. D & DA (Group 5)											
5.1 Issuer Obligations											
5.2 Single Class Mortgage-Backed/Asset-Backed Securities											
MULTI-CLASS RESIDENTIAL MORTGAGE-BACKED SECURITIES:											
5.3 Defined											
5.4 Other											
MULTI-CLASS COMMERCIAL MORTGAGE-BACKED/ASSET-BACKED SECURITIES:											
5.5 Defined											
5.6 Other											
5.7 TOTALS											

SCHEDULE D - PART 1A - SECTION 2 (Continued)

Maturity Distribution of All Bonds Owned December 31, At Book/Adjusted Carrying Values by Major Type and Subtype of Issues

	1 1 Year or Less	2 Over 1 Year Through 5 Years	3 Over 5 Years Through 10 Years	4 Over 10 Years Through 20 Years	5 Over 20 Years	6 Total Current Year	7 Column 6 as a % of Line 10.7	8 Total From Column 6 Prior Year	9 % From Column 7 Prior Year	10 Total Publicly Traded	11 Total Privately Placed
Distribution by Type											
6. Public Utilities (Unaffiliated), Schedules D & DA (Group 6)											
6.1 Issuer Obligations											
6.2 Single Class Mortgage-Backed/Asset-Backed Securities											
MULTI-CLASS RESIDENTIAL MORTGAGE-BACKED SECURITIES:											
6.3 Defined											
6.4 Other											
MULTI-CLASS COMMERCIAL MORTGAGE-BACKED/ASSET-BACKED SECURITIES:											
6.5 Defined											
6.6 Other											
6.7 TOTALS											
7. Industrial & Miscellaneous (Unaffiliated), Schedules D & DA (Group 7)											
7.1 Issuer Obligations											
7.2 Single Class Mortgage-Backed/Asset-Backed Securities											
MULTI-CLASS RESIDENTIAL MORTGAGE-BACKED SECURITIES:											
7.3 Defined											
7.4 Other											
MULTI-CLASS COMMERCIAL MORTGAGE-BACKED/ASSET-BACKED SECURITIES:											
7.5 Defined											
7.6 Other											
7.7 TOTALS											
8. Credit Tenant Loans, Schedules D & DA (Group 8)											
8.1 Issuer Obligations											
8.7 TOTALS											
9. Parent, Subsidiaries and Affiliates, Schedules D & DA (Group 9)											
9.1 Issuer Obligations											
9.2 Single Class Mortgage-Backed/Asset-Backed Securities											
MULTI-CLASS RESIDENTIAL MORTGAGE-BACKED SECURITIES:											
9.3 Defined											
9.4 Other											
MULTI-CLASS COMMERCIAL MORTGAGE-BACKED/ASSET-BACKED SECURITIES:											
9.5 Defined											
9.6 Other											
9.7 TOTALS											

NONE

SCHEDULE D - PART 1A - SECTION 2 (Continued)

Maturity Distribution of All Bonds Owned December 31, At Book/Adjusted Carrying Values by Major Type and Subtype of Issues

	1 1 Year or Less	2 Over 1 Year Through 5 Years	3 Over 5 Years Through 10 Years	4 Over 10 Years Through 20 Years	5 Over 20 Years	6 Total Current Year	7 Column 6 as a % of Line 10.7	8 Total From Column 6 Prior Year	9 % From Column 7 Prior Year	10 Total Publicly Traded	11 Total Privately Placed
Distribution by Type											
10. Total Bonds Current Year											
10.1 Issuer Obligations	70,368,443	19,596,674				89,965,117	100.00	X X X	X X X	89,965,117	
10.2 Single Class Mortgage-Backed/Asset-Backed Securities								X X X	X X X		
MULTI-CLASS RESIDENTIAL MORTGAGE-BACKED SECURITIES:											
10.3 Defined								X X X	X X X		
10.4 Other								X X X	X X X		
MULTI-CLASS COMMERCIAL MORTGAGE-BACKED/ASSET-BACKED SECURITIES:											
10.5 Defined								X X X	X X X		
10.6 Other								X X X	X X X		
10.7 TOTALS	70,368,443	19,596,674				89,965,117	100.00	X X X	X X X	89,965,117	
10.8 Line 10.7 as a % of Column 6	78.22	21.78				100.00	X X X	X X X	X X X	100.00	
11. Total Bonds Prior Year											
11.1 Issuer Obligations						X X X	X X X				
11.2 Single Class Mortgage-Backed/Asset-Backed Securities						X X X	X X X				
MULTI-CLASS RESIDENTIAL MORTGAGE-BACKED SECURITIES:											
11.3 Defined						X X X	X X X				
11.4 Other						X X X	X X X				
MULTI-CLASS COMMERCIAL MORTGAGE-BACKED/ASSET-BACKED SECURITIES:											
11.5 Defined						X X X	X X X				
11.6 Other						X X X	X X X				
11.7 TOTALS						X X X	X X X				
11.8 Line 11.7 as a % of Column 8						X X X	X X X		X X X		
12. Total Publicly Traded Bonds											
12.1 Issuer Obligations	70,368,443	19,596,674				89,965,117	100.00			89,965,117	X X X
12.2 Single Class Mortgage-Backed/Asset-Backed Securities											X X X
MULTI-CLASS RESIDENTIAL MORTGAGE-BACKED SECURITIES:											
12.3 Defined											X X X
12.4 Other											X X X
MULTI-CLASS COMMERCIAL MORTGAGE-BACKED/ASSET-BACKED SECURITIES:											
12.5 Defined											X X X
12.6 Other											X X X
12.7 TOTALS	70,368,443	19,596,674				89,965,117	100.00			89,965,117	X X X
12.8 Line 12.7 as a % of Column 6	78.22	21.78				100.00	X X X	X X X	X X X	100.00	X X X
12.9 Line 12.7 as a % of Line 10.7, Column 6, Section 10	78.22	21.78				100.00	X X X	X X X	X X X	100.00	X X X
13. Total Privately Placed Bonds											
13.1 Issuer Obligations										X X X	
13.2 Single Class Mortgage-Backed/Asset-Backed Securities										X X X	
MULTI-CLASS RESIDENTIAL MORTGAGE-BACKED SECURITIES:											
13.3 Defined										X X X	
13.4 Other										X X X	
MULTI-CLASS COMMERCIAL MORTGAGE-BACKED/ASSET-BACKED SECURITIES:											
13.5 Defined										X X X	
13.6 Other										X X X	
13.7 TOTALS										X X X	
13.8 Line 13.7 as a % of Column 6							X X X	X X X	X X X	X X X	
13.9 Line 13.7 as a % of Line 10.7, Column 6, Section 10							X X X	X X X	X X X	X X X	

SCHEDULE DA - PART 2
Verification of SHORT-TERM INVESTMENTS Between Years

		1	2	3	4	5
		Total	Bonds	Mortgage Loans	Other Short-term Investment Assets (a)	Investments in Parent, Subsidiaries and Affiliates
1.	Book/adjusted carrying value, December 31 of prior year .....	.....	.....	.....	.....	.....
2.	Cost of short-term investments acquired	414,215,640	414,215,640	.....	.....	.....
3.	Increase (decrease) by adjustment	129,079	129,079	.....	.....	.....
4.	Increase (decrease) by foreign exchange adjustment .....	.....	.....	.....	.....	.....
5.	Total profit (loss) on disposal of short-term investments .....	.....	.....	.....	.....	.....
6.	Consideration received on disposal of short-term investments	348,474,726	348,474,726	.....	.....	.....
7.	Book/adjusted carrying value, current year	65,869,993	65,869,993	.....	.....	.....
8.	Total valuation allowance .....	.....	.....	.....	.....	.....
9.	Subtotal (Lines 7 plus 8)	65,869,993	65,869,993	.....	.....	.....
10.	Total nonadmitted amounts .....	.....	.....	.....	.....	.....
11.	Statement value (Lines 9 minus 10)	65,869,993	65,869,993	.....	.....	.....
12.	Income collected during year	1,664,599	1,664,599	.....	.....	.....
13.	Income earned during year	1,945,637	1,945,637	.....	.....	.....

(a) Indicate the category of such assets, for example, joint ventures, transportation equipment: 0

40	Schedule DB Part A Verification	NONE
40	Schedule DB Part B Verification	NONE
41	Schedule DB Part C Verification	NONE
41	Schedule DB Part D Verification	NONE
41	Schedule DB Part E Verification	NONE
42	Schedule DB Part F Sn 1 - Sum Replicated Assets	NONE
43	Schedule DB Part F Sn 2 - Recon Replicated Assets	NONE
44	Schedule S - Part 1 - Section 2	NONE
45	Schedule S - Part 2	NONE
46	Schedule S - Part 3 - Section 2	NONE
47	Schedule S - Part 4	NONE
48	Schedule S - Part 5	NONE
49	Schedule S - Part 6	NONE

SCHEDULE T - PREMIUMS AND OTHER CONSIDERATIONS
ALLOCATED BY STATES AND TERRITORIES

		1 Is Insurer Licensed (Yes or No)	Direct Business Only						
			2 Accident & Health Premiums	3 Medicare Title XVIII	4 Medicaid Title XIX	5 Federal Employees Health Benefits Program Premiums	6 Life & Annuity Premiums & Other Considerations	7 Property/ Casualty Premiums	8 Total Columns 2 Through 7	9 Deposit - Type Contracts
State, Etc.									
1.	Alabama (AL)	No							
2.	Alaska (AK)	No							
3.	Arizona (AZ)	No							
4.	Arkansas (AR)	No							
5.	California (CA)	No							
6.	Colorado (CO)	No							
7.	Connecticut (CT)	No							
8.	Delaware (DE)	No							
9.	District of Columbia (DC)	No							
10.	Florida (FL)	No							
11.	Georgia (GA)	No							
12.	Hawaii (HI)	No							
13.	Idaho (ID)	No							
14.	Illinois (IL)	No							
15.	Indiana (IN)	No							
16.	Iowa (IA)	No							
17.	Kansas (KS)	No							
18.	Kentucky (KY)	No							
19.	Louisiana (LA)	No							
20.	Maine (ME)	No							
21.	Maryland (MD)	No							
22.	Massachusetts (MA)	No							
23.	Michigan (MI)	No							
24.	Minnesota (MN)	No							
25.	Mississippi (MS)	No							
26.	Missouri (MO)	No							
27.	Montana (MT)	No							
28.	Nebraska (NE)	No							
29.	Nevada (NV)	No							
30.	New Hampshire (NH)	No							
31.	New Jersey (NJ)	No							
32.	New Mexico (NM)	No							
33.	New York (NY)	No							
34.	North Carolina (NC)	No							
35.	North Dakota (ND)	No							
36.	Ohio (OH)	No							
37.	Oklahoma (OK)	No							
38.	Oregon (OR)	No							
39.	Pennsylvania (PA)	No							
40.	Rhode Island (RI)	No							
41.	South Carolina (SC)	No							
42.	South Dakota (SD)	No							
43.	Tennessee (TN)	Yes			384,864,891			384,864,891	
44.	Texas (TX)	No							
45.	Utah (UT)	No							
46.	Vermont (VT)	No							
47.	Virginia (VA)	No							
48.	Washington (WA)	No							
49.	West Virginia (WV)	No							
50.	Wisconsin (WI)	No							
51.	Wyoming (WY)	No							
52.	American Samoa (AS)	No							
53.	Guam (GU)	No							
54.	Puerto Rico (PR)	No							
55.	U.S. Virgin Islands (VI)	No							
56.	Northern Marianas Islands (MP)	No							
57.	Canada (CN)	No							
58.	Aggregate other alien (OT)	X X X							
59.	Subtotal	X X X			384,864,891			384,864,891	
60.	Reporting entity contributions for Employee Benefit Plans	X X X							
61.	TOTAL (Direct Business)	(a) ... 1			384,864,891			384,864,891	
DETAILS OF WRITE-INS									
5801.	X X X								
5802.	X X X								
5803.	X X X								
5898. Summary of remaining write-ins for Line 58 from overflow page	X X X								
5899. TOTALS (Lines 5801 through 5803 plus 5898) (Line 58 above)	X X X								

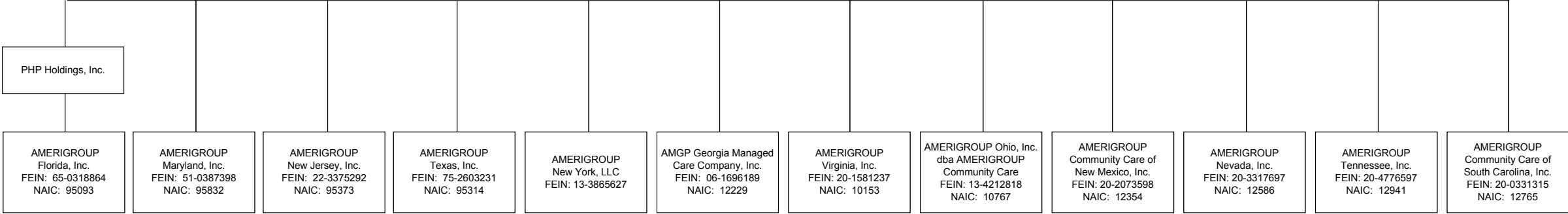
(a) Insert the number of yes responses except for Canada and Other Alien.
Explanation of basis of allocation of premiums by states, etc.:

SCHEDULE T - PART 2
INTERSTATE COMPACT - EXHIBIT OF PREMIUMS WRITTEN
ALLOCATED BY STATES AND TERRITORIES

Direct Business only						
States, Etc.	1 Life (Group and Individual)	2 Annuities (Group and Individual)	3 Disability Income (Group and Individual)	4 Long-Term Care (Group and Individual)	5 Deposit-Type Contracts	6 Totals
1. Alabama (AL)						
2. Alaska (AK)						
3. Arizona (AZ)						
4. Arkansas (AR)						
5. California (CA)						
6. Colorado (CO)						
7. Connecticut (CT)						
8. Delaware (DE)						
9. District of Columbia (DC)						
10. Florida (FL)						
11. Georgia (GA)						
12. Hawaii (HI)						
13. Idaho (ID)						
14. Illinois (IL)						
15. Indiana (IN)						
16. Iowa (IA)						
17. Kansas (KS)						
18. Kentucky (KY)						
19. Louisiana (LA)						
20. Maine (ME)						
21. Maryland (MD)						
22. Massachusetts (MA)						
23. Michigan (MI)						
24. Minnesota (MN)						
25. Mississippi (MS)						
26. Missouri (MO)						
27. Montana (MT)						
28. Nebraska (NE)						
29. Nevada (NV)						
30. New Hampshire (NH)						
31. New Jersey (NJ)						
32. New Mexico (NM)						
33. New York (NY)						
34. North Carolina (NC)						
35. North Dakota (ND)						
36. Ohio (OH)						
37. Oklahoma (OK)						
38. Oregon (OR)						
39. Pennsylvania (PA)						
40. Rhode Island (RI)						
41. South Carolina (SC)						
42. South Dakota (SD)						
43. Tennessee (TN)						
44. Texas (TX)						
45. Utah (UT)						
46. Vermont (VT)						
47. Virginia (VA)						
48. Washington (WA)						
49. West Virginia (WV)						
50. Wisconsin (WI)						
51. Wyoming (WY)						
52. American Samoa (AS)						
53. Guam (GU)						
54. Puerto Rico (PR)						
55. U.S. Virgin Islands (VI)						
56. Northern Mariana Islands (MP)						
57. Canada (CN)						
58. Aggregate other alien (OT)						
59. TOTALS						

NONE

SCHEDULE Y - INFORMATION CONCERNING ACTIVITIES OF INSURER
MEMBERS OF A HOLDING COMPANY GROUP
PART 1 - ORGANIZATIONAL CHART
AMERIGROUP Corporation



SCHEDULE Y (Continued)
PART 2 - SUMMARY OF INSURER'S TRANSACTIONS WITH ANY AFFILIATES

1	2	3	4	5	6	7	8	9	10	11	12	13
NAIC Company Code	Federal ID Number	Names of Insurers and Parent, Subsidiaries or Affiliates	Shareholder Dividends	Capital Contributions	Purchases, Sales or Exchanges of Loans, Securities, Real Estate, Mortgage Loans or Other Investments	Income/(Disburse- ments) Incurred in Connection with Guarantees or Undertakings for the Benefit of any Affiliate(s)	Management Agreements and Service Contracts	Income/ (Disbursements) Incurred Under Reinsurance Agreements	*	Any Other Material Activity not in the Ordinary Course of the Insurer's Business	Totals	Reinsurance Recoverable/ (Payable) on Losses and/or Reserve Credit Taken/ (Liability)
95373	22-3375292	AMERIGROUP New Jersey, Inc.	(6,978,000)	346,991			(16,678,244)				(23,309,253)	
95314	75-2603231	AMERIGROUP Texas, Inc.	(21,000,000)	309,013			(106,893,738)				(127,584,725)	
95832	51-0387398	AMERIGROUP Maryland, Inc.	(17,562,360)	143,779			(38,983,150)				(56,401,731)	
95093	65-0318864	AMERIGROUP Florida, Inc.		321,477	(5,900,000)		(30,657,785)				(36,236,308)	
10767	13-4212818	AMERIGROUP Ohio, Inc.		10,072,926			(10,419,814)				(346,888)	
10153	20-1581237	AMERIGROUP Virginia, Inc.	(5,000,000)	25,604			(4,351,569)				(9,325,965)	
12354	20-2073598	AMERIGROUP Community Care of New Mexico, Inc.		207,307							207,307	
12586	20-3317697	AMERIGROUP Nevada, Inc.		1,192,269							1,192,269	
12765	20-0331315	AMERIGROUP Community Care of South Carolina, Inc.		3,225,535			(1,826)				3,223,709	
12229	06-1696189	AMGP Georgia Managed Care Company, Inc.		21,138,746			(37,901,505)				(16,762,759)	
12941	20-4776597	AMERIGROUP Tennessee, Inc.		66,614,358			(25,461,567)				41,152,791	
	13-3865627	AMERIGROUP New York, LLC		50,714			(8,337,072)				(8,286,358)	
	54-1739323	AMERIGROUP Corporation	50,540,360	(103,648,719)	5,900,000		279,686,270				232,477,911	
9999999	Totals								X X X			

Schedule Y Part 2 Explanation:

SUPPLEMENTAL EXHIBITS AND SCHEDULES INTERROGATORIES

Response

The following supplemental reports are required to be filed as part of your statement filing unless specifically waived by the domiciliary state. However, in the event that your domiciliary state waives the filing requirement, your response of WAIVED to the specific interrogatory will be accepted in lieu of filing a "NONE" report and a bar code will be printed below. If the supplement is required of your company but is not being filed for whatever reason, enter SEE EXPLANATION and provide an explanation following the interrogatory questions.

MARCH FILING

1. Will the Supplemental Compensation Exhibit be filed with the state of domicile by March 1?

Yes
2. Will an actuarial opinion be filed by March 1?

Yes
3. Will the confidential Risk-based Capital Report be filed with the NAIC by March 1?

Yes
4. Will the confidential Risk-based Capital Report be filed with the state of domicile, if required by March 1?

Yes

APRIL FILING

5. Will Management's Discussion and Analysis be filed by April 1?

Yes
6. Will the Supplemental Investment Risks Interrogatories be filed by April 1?

Yes
7. Will the Accident and Health Policy Experience Exhibit be filed by April 1?

Yes

JUNE FILING

8. Will an audited financial report be filed by June 1?

Yes

The following supplemental reports are required to be filed as part of your statement filing. However, in the event that your company does not transact the type of business for which the special report must be filed, your response of NO to the specific interrogatory will be accepted in lieu of filing a "NONE" report and a bar code will be printed below. If the supplement is required of your company but it is not being filed for whatever reason enter SEE EXPLANATION and provide an explanation following the interrogatory questions.

MARCH FILING

9. Will the Medicare Supplement Insurance Experience Exhibit be filed with the state of domicile and the NAIC by March 1?

No
10. Will the Supplemental Life data due March 1 be filed with the state of domicile and the NAIC?

No
11. Will the Supplemental Property/Casualty data due March 1 be filed with the state of domicile and the NAIC?

No
12. Will Schedule SIS (Stockholder Information Supplement) be filed with the state of domicile by March 1?

No
13. Will the Medicare Part D Coverage Supplement be filed with the state of domicile and the NAIC by March 1?

No

APRIL FILING

14. Will the Long-Term Care Experience Reporting Forms be filed with the state of domicile and the NAIC by April 1?

No
15. Will the Supplemental Life data due April 1 be filed with the state of domicile and the NAIC?

No
16. Will the Supplemental Property/Casualty Insurance Expense Exhibit due April 1 be filed with any state that requires it, and, if so, the NAIC?

No

Explanations:

Bar Codes:

Medicare Supplement Insurance Experience Exhibit



Health Life Supplement



Health Property / Casualty Supplement



Schedule SIS



Medicare Part D Coverage Supplement



LTC Experience Reporting Form C



Health Life Supplement - LHA Guaranty Association Reconciliation



Health Property / Casualty Supplement



OVERFLOW PAGE FOR WRITE-INS

N O N E

E01 Schedule A - Part 1 Real Estate Owned NONE

E02 Schedule A - Part 2 Real Estate Acquired NONE

E03 Schedule A - Part 3 Real Estate Sold NONE

E04 Schedule B - Part 1 Mortgage Loans Owned NONE

E05 Schedule B - Part 2 Mortgage Loans Sold NONE

E06 Schedule BA - Part 1 Invested Assets Owned NONE

E07 Schedule BA - Part 2 Invested Assets Sold NONE

SCHEDULE D - PART 1

Showing all Long-Term BONDS Owned December 31 of Current Year

1	2	Codes			6	7	Fair Value		10	11	Change in Book Adjusted Carrying Value				Interest					Dates	
		3	4 F O R E I G N	5 Bond CHAR			8 Rate Used to Obtain Fair Value	9 Fair Value			12 Unrealized Valuation Increase/ (Decrease)	13 Current Year's (Amortization) Accretion	14 Current Year's Other Than Temporary Impairment Recognized	15 Total Foreign Exchange Change in B./A.C.V.	16 Rate of	17 Effective Rate of Interest	18 How Paid	19 Admitted Amount Due and Accrued	20 Gross Amount Received During Year	21 Acquired	22 Maturity
CUSIP Identi- fication	Description	*		NAIC Design- ation	Actual Cost			Par Value	Book/ Adjusted Carrying Value												
U.S. Governments - Issuer Obligations																					
3133XHAD4	Federal Home Loan Bank	SD	1	1	3,200,000	100.6250	3,220,000	3,200,000	3,200,000					5.250	5.319	AO	39,667	168,000	03/05/2007	10/06/2011	
3133XLNS8	Federal Home Loan Bank		1	1	2,000,000	100.0310	2,000,620	2,000,000	2,000,000					5.300	5.370	JJ	47,994		07/18/2007	07/18/2008	
3133XLQY2	Federal Home Loan Bank			1	2,497,175	100.3750	2,509,375	2,500,000	2,498,450		1,275			5.125	5.311	JJ	58,724		07/16/2007	07/16/2008	
3128X6GW0	Federal Home Loan Mortgage Corp.		1	1	2,000,000	100.8360	2,016,720	2,000,000	2,000,000					5.400	5.473	JJ	49,500		07/16/2007	07/16/2009	
3128X6GY6	Federal Home Loan Mortgage Corp.		1	1	2,000,000	100.0790	2,001,580	2,000,000	2,000,000					5.350	5.422	JJ	46,961		07/23/2007	01/23/2009	
3128X6HM1	Federal Home Loan Mortgage Corp.		1	1	2,500,000	100.1270	2,503,175	2,500,000	2,500,000					5.650	5.730	JJ	59,247		07/30/2007	07/30/2012	
3128X6WL6	Federal Home Loan Mortgage Corp.		1	1	3,397,960	100.1470	3,404,998	3,400,000	3,397,964		4			4.750	4.826	JD	3,140		12/28/2007	06/24/2011	
31398AHN5	Federal Nat'l Mortgage Assoc.	SD	1	1	5,000,000	100.6880	5,034,400	5,000,000	5,000,000					5.000	5.063	AO	52,778		10/17/2007	10/15/2010	
31359M2A0	Federal National Mortgage Assoc.		1	1	1,498,125	100.3130	1,504,695	1,500,000	1,498,710		585			5.200	5.317	MN	8,883	78,000	01/30/2007	11/20/2009	
0199999 Subtotal - U.S. Governments - Issuer Obligations					24,093,260	X X X	24,195,563	24,100,000	24,095,124		1,864			X X X	X X X	X X X	366,894	246,000	X X X	X X X	
0399999 Subtotal - U.S. Governments					24,093,260	X X X	24,195,563	24,100,000	24,095,124		1,864			X X X	X X X	X X X	366,894	246,000	X X X	X X X	
5499999 Subtotals - Issuer Obligations					24,093,260	X X X	24,195,563	24,100,000	24,095,124		1,864			X X X	X X X	X X X	366,894	246,000	X X X	X X X	
6099999 Grand Total - Bonds					24,093,260	X X X	24,195,563	24,100,000	24,095,124		1,864			X X X	X X X	X X X	366,894	246,000	X X X	X X X	

E09 Schedule D - Part 2 Sn 1 Prfrd Stocks Owned NONE

E10 Schedule D - Part 2 Sn 2 Common Stocks Owned NONE

SCHEDULE D - PART 3
Showing All Long-Term Bonds and Stocks ACQUIRED During Current Year

1	2	3	4	5	6	7	8	9
CUSIP Identification	Description	Foreign	Date Acquired	Name of Vendor	Number of Shares of Stock	Actual Cost	Par Value	Paid for Accrued Interest and Dividends
Bonds - U.S. Governments								
3133XHAD4	Federal Home Loan Bank		03/05/2007 ..	Suntrust	X X X	3,200,000	3,200,000.00	69,533
3133XLNS8	Federal Home Loan Bank		07/18/2007 ..	Suntrust	X X X	2,000,000	2,000,000.00	
3133XLQY2	Federal Home Loan Bank		07/16/2007 ..	UBS	X X X	2,497,175	2,500,000.00	
3128X6GW0	Federal Home Loan Mortgage Corp.		07/16/2007 ..	UBS	X X X	2,000,000	2,000,000.00	
3128X6GY6	Federal Home Loan Mortgage Corp.		07/23/2007 ..	UBS	X X X	2,000,000	2,000,000.00	
3128X6HM1	Federal Home Loan Mortgage Corp.		07/30/2007 ..	UBS	X X X	2,500,000	2,500,000.00	
3128X6WL6	Federal Home Loan Mortgage Corp.		12/28/2007 ..	UBS	X X X	3,397,960	3,400,000.00	1,794
31398AHN5	Federal Nat'l Mortgage Assoc.		10/17/2007 ..	UBS	X X X	5,000,000	5,000,000.00	1,389
31359M2A0	Federal National Mortgage Assoc.		01/30/2007 ..	Merrill Lynch	X X X	1,498,125	1,500,000.00	15,167
0399999 Subtotal - Bonds - U.S. Governments						24,093,260	24,100,000.00	87,883
6099997 Subtotal - Bonds - Part 3						24,093,260	24,100,000.00	87,883
6099998 Summary item from Part 5 for Bonds						10,975,612	11,000,000.00	77,490
6099999 Subtotal - Bonds						35,068,872	35,100,000.00	165,373
6599998 Summary Item from Part 5 for Preferred Stocks							X X X	
7299998 Summary Item from Part 5 for Common Stocks							X X X	
7399999 Subtotal - Preferred and Common Stocks							X X X	
7499999 Totals						35,068,872	X X X	165,373

SCHEDULE D - PART 4

Showing All Long-Term Bonds and Stocks SOLD, REDEEMED, or Otherwise DISPOSED OF During Current Year

1	2	3	4	5	6	7	8	9	10	Change in Book/Adjusted Carrying Value					16	17	18	19	20	21
										11	12	13	14	15						
CUSIP Identification	Description	F o r e i g n	Disposal Date	Name of Purchaser	Number of Shares of Stock	Consideration	Par Value	Actual Cost	Prior Year Book/Adjusted Carrying Value	Unrealized Valuation Increase/ (Decrease)	Current Year (Amortization) Accretion	Current Year's Other Than Temporary Impairment Recognized	Total Change in B./A.C.V. (Cols. 11+12-13)	Total Foreign Exchange Change in B./A.C.V.	Book/Adjusted Carrying Value at Disposal Date	Foreign Exchange Gain (Loss) on Disposal	Realized Gain (Loss) on Disposal	Total Gain (Loss) on Disposal	Bond Interest/ Stock Dividends Received During Year	Maturity Date
6099998	Summary Item from Part 5 for Bonds					.. 11,000,000	11,000,000.00	... 10,975,612	.....	.....	..... 5,432	.....	..... 5,432	.....	... 10,981,044	.....	..... 18,956	..... 18,956	.... 356,500	. X X X
6599998	Summary Item from Part 5 for Preferred Stocks					.....	... X X X ...	.....	.....	.....	.....	.....	.....	.....	.....	.....	.....	.....	.....	. X X X
7299998	Summary Item from Part 5 for Common Stocks					.....	... X X X ...	.....	.....	.....	.....	.....	.....	.....	.....	.....	.....	.....	.....	. X X X
7399999	Subtotal - Preferred and Common Stocks					.....	... X X X ...	.....	.....	.....	.....	.....	.....	.....	.....	.....	.....	.....	.....	. X X X
7499999	Totals					.. 11,000,000	... X X X ...	... 10,975,612	.....	.....	..... 5,432	.....	..... 5,432	.....	... 10,981,044	.....	..... 18,956	..... 18,956	.... 356,500	. X X X

SCHEDULE D - PART 5

Showing All Long-Term Bonds and Stocks ACQUIRED During Year and Fully DISPOSED OF During Current Year

1	2	3 F O R E I G N	4	5	6	7	8	9	10	11	Change in Book/Adjusted Carrying Value					17	18	19	20	21
											12	13	14	15	16					
CUSIP Identifi- cation	Description		Date Acquired	Name of Vendor	Disposal Date	Name of Purchaser	Par Value (Bonds) Number of Shares (Stock)	Actual Cost	Consider- ation	Book/ Adjusted Carrying Value at Disposal Date	Unrealized Valuation Increase/ (Decrease)	Current Year's (Amortization) Accretion	Current Year's Other Than Temporary Impairment Recognized	Total Change in B./A.C.V. (Col. 12+ 13-14)	Total Foreign Exchange Change in B./A.C.V.	Foreign Exchange Gain (Loss) on Disposal	Realized Gain (Loss) on Disposal	Total Gain (Loss) on Disposal	Interest and Dividends Received During Year	Paid for Accrued Interest and Dividends
Bonds - U.S. Governments																				
3133XLPL1 ...	Federal Home Loan Bank		07/23/2007	UBS	10/23/2007	CALLED @ 100.0000000	3,000,000.000	3,000,000	3,000,000	3,000,000									40,875	
3133XLYB3 ..	Federal Home Loan Bank		08/20/2007	Merrill Lynch	11/20/2007	CALLED @ 100.0000000	2,000,000.000	1,999,500	2,000,000	1,999,622		122		122			378	378	26,875	
3128X4TB7 ..	Federal Home Loan Mortgage Corp.		03/05/2007	Suntrust	11/01/2007	CALLED @ 100.0000000	3,000,000.000	2,988,300	3,000,000	2,990,246		1,946		1,946			9,754	9,754	150,000	51,667
3136F6RP6 ..	Federal Nat'l Mortgage Assoc.		03/05/2007	Merrill Lynch	12/28/2007	CALLED @ 100.0000000	3,000,000.000	2,987,812	3,000,000	2,991,176		3,364		3,364			8,824	8,824	138,750	25,823
0399999 Subtotal - Bonds - U.S. Governments							11,000,000.000	10,975,612	11,000,000	10,981,044		5,432		5,432			18,956	18,956	356,500	77,490
6099998 Subtotal - Bonds							11,000,000.000	10,975,612	11,000,000	10,981,044		5,432		5,432			18,956	18,956	356,500	77,490
7499999 Totals								10,975,612	11,000,000	10,981,044		5,432		5,432			18,956	18,956	356,500	77,490

SCHEDULE D - PART 6 - SECTION 1

Valuation of Shares of Subsidiary, Controlled or Affiliated Companies

1	2	3	4	5	6	7	8	Stock of Such Company Owned by Insurer on Statement Date	
								9	10
CUSIP Identification	Description Name of Subsidiary, Controlled or Affiliated Company	Foreign	NAIC Company Code or Alien Insurer Identification Number	NAIC Valuation Method (See SVO Purposes and Procedures manual)	Do Insurer's Admitted Assets Include Intangible Assets connected with Holding of Such Company's Stock?	Total Amount of Such Intangible Assets	Book/Adjusted Carrying Value	Number of Shares	% of Outstanding
NONE									
1999999 Total - Preferred and Common Stocks X X X ..	... X X X ..

1. Amount of insurer's capital and surplus from the prior period's statutory statement reduced by any admitted EDP, goodwill and net deferred tax assets included therein: \$......0.
2. Total amount of intangible assets nonadmitted \$......0.

SCHEDULE D - PART 6 - SECTION 2

1	2	3	4	Stock in Lower-tier Company Owned Indirectly by Insurer on Statement Date	
				5	6
CUSIP Identification	Name of Lower-tier Company	Name of Company Listed in Section 1 Which Controls Lower-tier Company	Total Amount of Intangible Assets Included in Amount Shown in Column 7, Section 1	Number of Shares	% of Outstanding
NONE					
0399999 Total - Preferred and Common Stocks X X X .....	..... X X X

SCHEDULE DA - PART 1

Showing all SHORT-TERM INVESTMENT Owned December 31 of Current Year

1	Codes		4	5	6	7	Change in Book/Adjusted Carrying Value				12	13	Interest						20
	2	3					8	9	10	11			14	15	16	17	18	19	
Description	Code	For-eign	Date Acquired	Name of Vendor	Maturity Date	Book/Adjusted Carrying Value	Unrealized Valuation Increase/ (Decrease)	Current Year's (Amortization) Accretion	Current Year's Other Than Temporary Impairment Recognized	Total Foreign Exchange Change in B./A.C.V.	Par Value	Actual Cost	Amount Due and Accrued Dec. 31 of Current Year on Bonds Not in Default	Non-Admitted Due and Accrued	Rate of	Effective Rate of	How Paid	Gross Amount Received	Paid For Accrued Interest
U.S. Governments - Issuer Obligations																			
Federal Home Loan Bank .....	.....	.....	07/27/2007	UBS	02/27/2008	... 2,999,410	.....	..... (440)	.....	.....	... 3,000,000	... 2,999,850	..... 67,503	.....	..... 5.260	..... 5.327	.. MAT .	.....	.....
0199999 Subtotal - U.S. Governments - Issuer Obligations .....						... 2,999,410	.....	..... (440)	.....	.....	... 3,000,000	... 2,999,850	..... 67,503	.....	.. X X X .	.. X X X .	.. X X X .	.....	.....
0399999 Subtotal - U.S. Government Bonds .....						... 2,999,410	.....	..... (440)	.....	.....	... 3,000,000	... 2,999,850	..... 67,503	.....	.. X X X .	.. X X X .	.. X X X .	.....	.....
Industrial & Miscellaneous (Unaffiliated) - Issuer Obligations																			
GECC .....	.....	.....	10/11/2007	UBS	02/22/2008	... 3,971,488	.....	..... 44,145	.....	.....	... 4,000,000	... 3,927,342	.....	.....	.....	..... 5.048	.. MAT .	.....	.....
HSBC .....	.....	.....	10/11/2007	UBS	01/30/2008	... 3,984,099	.....	..... 44,285	.....	.....	... 4,000,000	... 3,939,813	.....	.....	.....	..... 5.040	.. MAT .	.....	.....
3999999 Subtotal - Industrial & Miscellaneous (Unaffiliated) - Issuer Obligations .....						... 7,955,587	.....	..... 88,430	.....	.....	... 8,000,000	... 7,867,155	.....	.....	.. X X X .	.. X X X .	.. X X X .	.....	.....
4599999 Subtotal - Industrial & Miscellaneous (Unaffiliated) .....						... 7,955,587	.....	..... 88,430	.....	.....	... 8,000,000	... 7,867,155	.....	.....	.. X X X .	.. X X X .	.. X X X .	.....	.....
5499999 Subtotal - Issuer Obligations .....						... 10,954,997	.....	..... 87,990	.....	.....	... 11,000,000	... 10,867,005	..... 67,503	.....	.. X X X .	.. X X X .	.. X X X .	.....	.....
6099999 Subtotal - Bonds .....						... 10,954,997	.....	..... 87,990	.....	.....	... 11,000,000	... 10,867,005	..... 67,503	.....	.. X X X .	.. X X X .	.. X X X .	.....	.....
7799999 Subtotal - Parent, Subsidiaries and Affiliates .....						.....	.....	.....	.....	.....	... X X X .	.....	.....	.....	.. X X X .	.. X X X .	.. X X X .	.....	.....
Exempt Money Market Mutual Funds																			
First American Treasury Fund .....	.. R .	.....	12/28/2007	U.S. Bank	12/31/2008	... 6,550,962	.....	.....	.....	.....	.....	... 6,550,962	..... 11,175	.....	.....	.....	.....	.....	.....
7999999 Subtotal - Exempt Money Market Mutual Funds .....						... 6,550,962	.....	.....	.....	.....	... X X X .	... 6,550,962	..... 11,175	.....	.. X X X .	.. X X X .	.. X X X .	.....	.....
Class One Money Market Mutual Funds																			
Evergreen Institutional MM Fund .....	.. R .	.....	12/28/2007	U.S. Bank	12/31/2008	... 48,364,034	.....	.....	.....	.....	.....	... 48,364,034	..... 202,360	.....	.....	.....	.....	... 1,535,520	.....
8099999 Subtotal - Class One Money Market Mutual Funds .....						... 48,364,034	.....	.....	.....	.....	... X X X .	... 48,364,034	..... 202,360	.....	.. X X X .	.. X X X .	.. X X X .	... 1,535,520	.....
8299999 Total Short-term Investments .....						... 65,869,993	.....	..... 87,990	.....	.....	... X X X .	... 65,782,001	..... 281,038	.....	.. X X X .	.. X X X .	.. X X X .	... 1,535,520	.....

E16	Schedule DB - Part A Sn 1 Opt/Cap/Floor Owned	NONE
E16	Schedule DB - Part A Sn 2 Opt/Cap/Floor Acquired	NONE
E17	Schedule DB - Part A Sn 3 Opt/Cap/Floor Term	NONE
E17	Schedule DB - Part B Sn 1 Opt/Cap/Floor In-force	NONE
E18	Schedule DB - Part B Sn 2 Opt/Cap/Floor Written	NONE
E18	Schedule DB - Part B Sn 3 Opt/Cap/Floor Term	NONE
E19	Schedule DB - Part C Sn 1 Col/Swap/Fwrdr Open	NONE
E19	Schedule DB - Part C Sn 2 Col/Swap/Fwrdr Opened	NONE
E20	Schedule DB - Part C Sn 3 Col/Swap/Fwrdr Term	NONE
E20	Schedule DB - Part D Sn 1 Futures Contracts Open	NONE
E21	Schedule DB - Part D Sn 2 Futures Contracts Opened	NONE
E21	Schedule DB - Part D Sn 3 Futures Contracts Term	NONE
E22	Schedule DB - Part E Sn 1 Counterparty Exposure	NONE

SCHEDULE E - PART 1 - CASH

1			2	3	4	5	6	7
Depository			Code	Rate of Interest	Amount of Interest Received During Year	Amount of Interest Accrued December 31 of Current Year	Balance	*
open depositories								
Wachovia					32,346		4,943,933	X X X
0199998 Deposits in .....1 depositories that do not exceed the allowable limit in any one depository (See Instructions) - open depositories				X X X ..				X X X
0199999 Totals - Open Depositories				X X X ..	32,346		4,943,933	X X X
0299998 Deposits in .....0 depositories that do not exceed the allowable limit in any one depository (See Instructions) - suspended depositories				X X X ..				X X X
0299999 Totals - Suspended Depositories				X X X ..				X X X
0399999 Total Cash On Deposit				X X X ..	32,346		4,943,933	X X X
0499999 Cash in Company's Office				X X X ..	X X X ..	X X X ..		X X X
0599999 Total Cash				X X X ..	32,346		4,943,933	X X X

TOTALS OF DEPOSITORY BALANCES ON THE LAST DAY OF EACH MONTH DURING THE CURRENT YEAR

1. January	4. April	7. July	10. October
2. February	5. May	8. August	11. November
3. March	6. June	9. September	12. December
	4,489,181	(3,401,321)	616,883
	(1,505,615)	(2,513,669)	(1,527,233)
	9,933,400	17,540,422	4,943,933

SCHEDULE E - PART 2 - CASH EQUIVALENTS

Show Investments Owned December 31 of Current Year

1	2	3	4	5	6	7	8
Description	Code	Date Acquired	Rate of Interest	Maturity Date	Book/Adjusted Carrying Value	Amount of Interest Due & Accrued	Gross Investment Income
NONE							
0199999 Total Cash Equivalents

SCHEDULE E - PART 3 - SPECIAL DEPOSITS

		1	2	Deposits For the Benefit of All Policyholders		All Other Special Deposits	
		Type of Deposit	Purpose of Deposit	3 Book/Adjusted Carrying Value	4 Fair Value	5 Book/Adjusted Carrying Value	6 Fair Value
States. Etc.							
1.	Alabama (AL)						
2.	Alaska (AK)						
3.	Arizona (AZ)						
4.	Arkansas (AR)						
5.	California (CA)						
6.	Colorado (CO)						
7.	Connecticut (CT)						
8.	Delaware (DE)						
9.	District of Columbia (DC)						
10.	Florida (FL)						
11.	Georgia (GA)						
12.	Hawaii (HI)						
13.	Idaho (ID)						
14.	Illinois (IL)						
15.	Indiana (IN)						
16.	Iowa (IA)						
17.	Kansas (KS)						
18.	Kentucky (KY)						
19.	Louisiana (LA)						
20.	Maine (ME)						
21.	Maryland (MD)						
22.	Massachusetts (MA)						
23.	Michigan (MI)						
24.	Minnesota (MN)						
25.	Mississippi (MS)						
26.	Missouri (MO)						
27.	Montana (MT)						
28.	Nebraska (NE)						
29.	Nevada (NV)						
30.	New Hampshire (NH)						
31.	New Jersey (NJ)						
32.	New Mexico (NM)						
33.	New York (NY)						
34.	North Carolina (NC)						
35.	North Dakota (ND)						
36.	Ohio (OH)						
37.	Oklahoma (OK)						
38.	Oregon (OR)						
39.	Pennsylvania (PA)						
40.	Rhode Island (RI)						
41.	South Carolina (SC)						
42.	South Dakota (SD)						
43.	Tennessee (TN)	O	Statutory Deposit	16,249,672	16,310,057		
44.	Texas (TX)						
45.	Utah (UT)						
46.	Vermont (VT)						
47.	Virginia (VA)						
48.	Washington (WA)						
49.	West Virginia (WV)						
50.	Wisconsin (WI)						
51.	Wyoming (WY)						
52.	American Samoa (AS)						
53.	Guam (GU)						
54.	Puerto Rico (PR)						
55.	U.S. Virgin Islands (VI)						
56.	Northern Mariana Islands (MP)						
57.	Canada (CN)						
58.	Aggregate other alien (OT)	X X X	X X X				
59.	Total	X X X	X X X	16,249,672	16,310,057		
DETAILS OF WRITE-INS							
5801.	.....					
5802.	.....					
5803.	.....					
5898.	Summary of remaining write-ins for Line 58 from overflow page	X X X	X X X				
5899.	Totals (Lines 5801 through 5803 plus 5898) (Line 58 above)	X X X	X X X				



SUPPLEMENTAL COMPENSATION EXHIBIT

For the Year Ended December 31, 2007
(To be filed by March 1)

PART 1 - INTERROGATORIES

1. The reporting insurer is a member of a group of insurers or other holding company system:
If yes, do the below amounts represent 1) total gross compensation paid to each individual by or on behalf of all companies which are part of the group:
or 2) allocation to each insurer:

Yes[] No[X]
2. Did any person while an officer, director, or trustee of the reporting entity receive directly or indirectly, during the period covered by this statement any commission on the business transactions of the reporting entity?

Yes[] No[X]
3. Except for retirement plans generally applicable to its staff employees, has the reporting entity any agreement with any person, other than contracts with its agents for the payment of commissions whereby it agrees that for any service rendered or to be rendered, that he/she shall receive directly or indirectly, any salary, compensation or emolument that will extend beyond a period of 12 months from the date of the agreement?

Yes[] No[X]

PART 2 - OFFICERS AND EMPLOYEES COMPENSATION

1 Name and Principal Position	2 Year	Annual Compensation			
		3 Salary	4 Bonus	5 All Other Compensation	6 Totals
1. Charles Brian Shipp CEO/President	2007 2006 2005	243,269	20,000		263,269
2. Lorena Jean Stanley COO/Vice President	2007 2006 2005	164,423	96,250	214,928	475,601
3. Carol Ann Churchill Medical Director/Vice President	2007 2006 2005	212,308	5,000	70,890	288,198
4. Robert Michael Atkins Former Medical Director	2007 2006 2005	201,895	7,000	33,585	242,480
5. Kendall B. Edwards Vice President-Finance	2007 2006 2005	135,000	30,000	47,878	212,878
6. Melanie Dolores Hunter Former Medical Director	2007 2006 2005	157,115		40,919	198,034
7. Kathleen L. Lester Associate Vice President-Quality Management	2007 2006 2005	85,870	25,988	3,221	115,079
8. Amy Hankins Griffith Vice President-Provider Relations	2007 2006 2005	108,980	2,100		111,080
9. Andrea Lynn Wynn Associate Vice President-Health Care Mgmt Services	2007 2006 2005	106,192			106,192
10. Stanley Forrest Baldwin Vice President/Secretary	2007 2006 2005	34,058	36,886	27,682	98,626

PART 3 - DIRECTOR COMPENSATION

1 Name and Principal Position or Occupation	2 Compensation Paid or Deferred for Services as Director	3 All Other Compensation Paid or Deferred	4 Totals
NONE			
9999999			

SUPPLEMENTAL INVESTMENT RISKS INTERROGATORIES

(To Be Filed by April 1)

For the year ended December 31, 2007

Of TheAMERIGROUP Tennessee, Inc.

Address (City, State, ZipCode)Nashville, TN, 37214

NAIC Group Code1156NAIC Company Code12941Employer's ID Number20-4776597

The Investment Risk Interrogatories are to be filed by April 1. They are also to be included with the Audited Statutory Financial Statements.
Answer the following interrogatories by reporting the applicable U. S. dollar amounts and percentages of the reporting entity's total admitted assets held in that category of investments.

1. Reporting entity's total admitted assets as reported on Page 2 of this annual statement.

\$109,602,809

1	2	3	4
Issuer	Description of Exposure	Amount	Percentage of Total Admitted Assets
2. Ten largest exposures to a single issuer/borrower/investment.			
2.01			
2.02			
2.03			
2.04			
2.05			
2.06			
2.07			
2.08			
2.09			
2.10			

NAIC Rating		1 Amount	2 Percent
3.	Amounts and percentages of the reporting entity's total admitted assets held in bonds and preferred stocks by NAIC rating.		
Bonds			
3.01	NAIC-1	89,965,117	82.083
3.02	NAIC-2		
3.03	NAIC-3		
3.04	NAIC-4		
3.05	NAIC-5		
3.06	NAIC-6		
Preferred Stocks			
3.07	P/RP-1		
3.08	P/RP-2		
3.09	P/RP-3		
3.10	P/RP-4		
3.11	P/RP-5		
3.12	P/RP-6		

4. Assets held in foreign investments:

4.01 Are assets held in foreign investments less than 2.5% of the reporting entity's total admitted assets?

Yes[X] No[]

	1 Amount	2 Percent
4.02 Total admitted assets held in foreign investments		
4.03 Foreign-currency-denominated investments		
4.04 Insurance liabilities denominated in that same foreign currency		

If response to 4.01 above is yes, responses are not required for interrogatories 5 - 10.

SUPPLEMENTAL INVESTMENT RISKS INTERROGATORIES (Continued)

NAIC Sovereign Rating		1 Amount	2 Percent
5.	Aggregate foreign investment exposure categorized by NAIC sovereign rating:		
5.01	Countries rated NAIC-1 .....	.....	.....
5.02	Countries rated NAIC-2 .....	.....	.....
5.03	Countries rated NAIC-3 or below .....	.....	.....

NAIC Sovereign Rating		1 Amount	2 Percent
6.	Two largest foreign investment exposures in a single country, categorized by the country's NAIC sovereign rating:		
Countries rated NAIC-1:			
6.01	.....	.....	.....
6.02	.....	.....	.....
Countries rated NAIC-2:			
6.03	.....	.....	.....
6.04	.....	.....	.....
Countries rated NAIC-3 or below:			
6.05	.....	.....	.....
6.06	.....	.....	.....

Description		1 Amount	2 Percent
7.	Aggregate unhedged foreign currency exposure .....	.....	.....

NAIC Sovereign Rating		1 Amount	2 Percent
8.	Aggregate unhedged foreign currency exposure categorized by NAIC sovereign rating:		
8.01	Countries rated NAIC-1 .....	.....	.....
8.02	Countries rated NAIC-2 .....	.....	.....
8.03	Countries rated NAIC-3 or below .....	.....	.....

NONE

NAIC Sovereign Rating		1 Amount	2 Percent
9.	Two largest unhedged foreign currency exposures to a single country, categorized by the country's NAIC sovereign rating:		
Countries rated NAIC-1:			
9.01	.....	.....	.....
9.02	.....	.....	.....
Countries rated NAIC-2:			
9.03	.....	.....	.....
9.04	.....	.....	.....
Countries rated NAIC-3 or below:			
9.05	.....	.....	.....
9.06	.....	.....	.....

1 Issuer	2 NAIC Rating	3 Amount	4 Percent
10.	Ten largest non-sovereign (i.e. non-governmental) foreign issues:		
10.01
10.02
10.03
10.04
10.05
10.06
10.07
10.08
10.09
10.10

SUPPLEMENTAL INVESTMENT RISKS INTERROGATORIES (Continued)

11. Amounts and percentages of the reporting entity's total admitted assets held in Canadian investments and unhedged Canadian currency exposure:
11.01 Are assets held in Canadian investments less than 2.5% of the reporting entity's total admitted assets?
If response to 11.01 is yes, detail is not required for the remainder of Interrogatory 11.
- Yes[X] No[]

	Description	1 Amount	2 Percent
11.02	Total admitted assets held in Canadian Investments .....	.....	.....
11.03	Canadian-currency-denominated investments .....	.....	.....
11.04	Canadian-denominated insurance liabilities .....	.....	.....
11.05	Unhedged Canadian currency exposure .....	.....	.....

12. Report aggregate amounts and percentages of the reporting entity's total admitted assets held in investments with contractual sales restrictions.
12.01 Are assets held in investments with contractual sales restrictions less than 2.5% of the reporting entity's total admitted assets?
If response to 12.01 is yes, responses are not required for the remainder of Interrogatory 12.
- Yes[X] No[]

	1 Contractual Sales Restrictions	2 Amount	3 Percent
12.02	Aggregate statement value of investments with contractual sales restrictions .....	.....	.....
	Largest 3 investments with contractual sales restrictions:		
12.03	.....	.....	.....
12.04	.....	.....	.....
12.05	.....	.....	.....

13. Amounts and percentages of admitted assets held in the ten largest equity interests:
13.01 Are assets held in equity interest less than 2.5% of the reporting entity's total admitted assets?
If response to 13.01 above is yes, responses are not required for the remainder of Interrogatory 13.
- Yes[X] No[]

	1 Name of Issuer	2 Amount	3 Percent
	Assets held in equity interests:		
13.02
13.03
13.04
13.05
13.06
13.07
13.08
13.09
13.10
13.11

SUPPLEMENTAL INVESTMENT RISKS INTERROGATORIES (Continued)

14. Amounts and percentages of the reporting entity's total admitted assets held in nonaffiliated, privately placed equities:
14.01 Are assets held in nonaffiliated, privately placed equities less than 2.5% of the reporting entity's total admitted assets?
If response to 14.01 above is yes, responses are not required for the remainder of Interrogatory 14.
- Yes[X] No[]

1 Investment Category		2 Amount	3 Percent
14.02	Aggregate statement value of investments held in nonaffiliated, privately placed equities		
	Largest 3 investments held in nonaffiliated, privately placed equities:		
14.03	.....	
14.04	.....	
14.05	.....	

15. Amounts and percentages of the reporting entity's total admitted assets held in general partnership interests:
15.01 Are assets held in general partnership interests less than 2.5% of the reporting entity's total admitted assets?
If response to 15.01 is yes, responses are not required for the remainder of Interrogatory 15.
- Yes[X] No[]

1 Investments in General Partnerships		2 Amount	3 Percent
15.02	Aggregate statement value of investments held in general partnership interests		
	Largest 3 investments in general partnership interests:		
15.03	.....	
15.04	.....	
15.05	.....	

16. Amounts and percentages of the reporting entity's total admitted assets held in mortgage loans:
16.01 Are mortgage loans reported in Schedule B less than 2.5% of the reporting entity's total admitted assets?
If response to 16.01 above is yes, responses are not required for the remainder of Interrogatory 16 and Interrogatory 17.
- Yes[X] No[]

1 Type (Residential, Commercial, Agricultural)		2 Amount	3 Percent
	Total admitted assets held in Mortgage Loans		
16.02	.....	
16.03	.....	
16.04	.....	
16.05	.....	
16.06	.....	
16.07	.....	
16.08	.....	
16.09	.....	
16.10	.....	
16.11	.....	

SUPPLEMENTAL INVESTMENT RISKS INTERROGATORIES (Continued)

Description	Loans	
	2 Amount	3 Percent
Amount and percentage of the reporting entity's total admitted assets held in the following categories of mortgage loans:		
16.12 Construction loans
16.13 Mortgage loans over 90 days past due
16.14 Mortgage loans in the process of foreclosure
16.15 Mortgage loans foreclosed
16.16 Restructured mortgage loans

Loan-to-Value	Residential		Commercial		Agricultural	
	1 Amount	2 Percent	3 Amount	4 Percent	5 Amount	6 Percent
17. Aggregate mortgage loans having the following loan-to-value ratios as determined from the most current appraisal as of the annual statement date:						
17.01 Above 95%
17.02 91% to 95%
17.03 81% to 90%
17.04 71% to 80%
17.05 Below 70%

18. Amounts and percents of the reporting entity's total admitted assets held in each of the five largest investments in real estate:
- 18.01 Are assets held in real estate reported less than 2.5% of the reporting entity's total admitted assets? Yes[X] No[]
- If response to 18.01 above is yes, responses are not required for the remainder of Interrogatory 18.

1 Description	2 Amount	3 Percent
Largest 5 investments in any one parcel or group of contiguous parcels of real estate:		
18.02
18.03
18.04
18.05
18.06

19. Report aggregate amounts and percentages of the reporting entity's total admitted assets held in investments held in mezzanine real estate loans:
- 19.01 Are assets held in investments held in mezzanine real estate loans less than 2.5% of the reporting entity's total admitted assets? Yes[X] No[]
- If response to 19.01 is yes, responses are not required for the remainder of Interrogatory 19.

1 Description	2 Amount	3 Percent
19.02 Aggregate statement value of investments held in mezzanine loans
Largest three investments held in mezzanine real estate loans:		
19.03
19.04
19.05

SUPPLEMENTAL INVESTMENT RISKS INTERROGATORIES (Continued)

Description	At Year-End		Amount at End of Each Quarter		
	Amount 1	Percent 2	1st Qtr 3	2nd Qtr 4	3rd Qtr 5
20. Amounts and percentages of the reporting entity's total admitted assets subject to the following types of agreements:					
20.01 Securities lending agreements (do not include assets held as collateral for such transactions) ..					
20.02 Repurchase agreements					
20.03 Reverse repurchase agreements					
20.04 Dollar repurchase agreements					
20.05 Dollar reverse repurchase agreements					

Description	Owned		Written	
	1 Amount	2 Percent	3 Amount	4 Percent
21. Amounts and percentages of the reporting entity's total admitted assets for warrants not attached to other financial instruments, options, caps, and floors:				
21.01 Hedging				
21.02 Income generation				
21.03 Other				

Description	NONE		Amount at End of Each Quarter		
	1	2	1st Qtr 3	2nd Qtr 4	3rd Qtr 5
22. Amounts and percentages of the reporting entity's total admitted assets of potential exposure for collars, swaps, and forwards:					
22.01 Hedging					
22.02 Income generation					
22.03 Replications					
22.04 Other					

Description	At Year-End		Amount at End of Each Quarter		
	Amount 1	Percent 2	1st Qtr 3	2nd Qtr 4	3rd Qtr 5
23. Amounts and percentages of the reporting entity's total admitted assets of potential exposure for futures contracts:					
23.01 Hedging					
23.02 Income generation					
23.03 Replications					
23.04 Other					

Supp8 A H Policy Experience Exhibit (Individual 1-8) NONE

Supp9 A H Policy Experience Exhibit (Individual 9-18) NONE

Supp10 A H Policy Experience Exhibit (Group) NONE

Supp11 A H Policy Experience Exhibit - Part 1 Summary NONE

Supp11 A H Policy Experience Exhibit - Part 2 Summary NONE

Supp11 A H Policy Experience Exhibit - Part 3 Summary NONE

Supp11 A H Policy Experience Exhibit - Part 4 Summary NONE

MEDICARE SUPPLEMENT INSURANCE EXPERIENCE EXHIBIT
For The Year Ended December 31, 2007
(To be filed by March 1)
FOR THE STATE OF GEORGIA



NAIC Group Code: 1156
Address (City, State and Zip Code): Nashville, TN 37214
Person Completing This Exhibit:

Title: Telephone:

1	2	3	4	5	6	7	8	9	10	Policies Issued Through 2004				Policies Issued in 2005, 2006, 2007			
										11	Incurred Claims		14	15	Incurred Claims		18
											12	13			16	17	
Compliance with OBRA	Policy Form Number	Standardized Medicare Supplement Benefit Plan	Medicare Select	Plan Characteristics	Date Approved	Date Approval Withdrawn	Date Last Amended	Date Closed	Policy Marketing Trade Name	Premiums Earned	Amount	Percent of Premiums Earned	Number of Covered Lives	Premiums Earned	Amount	Percent of Premiums Earned	Number of Covered Lives
0299999 Total Experience on Group Policies																	

NONE

GENERAL INTERROGATORIES

- 1. If response in Column 1 is no, give full and complete details:
- 2. Claims address and contact person provided to the Secretary of Health and Human Services as required by 42 U.S.C. 1395ss(c)(3)(E) for this state.
 - 2.1 Address:
 - 2.2 Contact Person and Phone Number:
- 3. Billing address and contact person for user fees established under 41 U.S.C. 1395u(h)(3)(B)
 - 3.1 Address:
 - 3.2 Contact Person and Phone Number:
- 4. Explain any policies identified above as policy type "O":

Supp12 Georgia

Supp13 SIS Title NONE

Supp14 SIS Financial Reporting NONE

Supp15 SIS Inform. - Management and Directors NONE

Supp16 Statement Beneficial Ownership NONE



12941200736500000

Medicare Part D Coverage Supplement
(Net of Reinsurance)
(To be Filed By March 1)

NAIC Group Code: 1156

NAIC Company Code: 12941

		Individual Coverage		Group Coverage		5 Total Cash
		1	2	3	4	
		Insured	Uninsured	Insured	Uninsured	
1.	Premiums Collected					
1.1	Standard Coverage					
1.11	With Reinsurance Coverage		X X X		X X X	
1.12	Without Reinsurance Coverage		X X X		X X X	
1.13	Risk-Corridor Payment Adjustments		X X X		X X X	
1.2	Supplemental Benefits		X X X		X X X	
2.	Premiums Due and Uncollected - change					
2.1	Standard Coverage					
2.11	With Reinsurance Coverage		X X X		X X X	X X X
2.12	Without Reinsurance Coverage		X X X		X X X	X X X
2.2	Supplemental Benefits		X X X		X X X	X X X
3.	Unearned Premium and Advance Premium - change					
3.1	Standard Coverage					
3.11	With Reinsurance Coverage		X X X		X X X	X X X
3.12	Without Reinsurance Coverage		X X X		X X X	X X X
3.2	Supplemental Benefits		X X X		X X X	X X X
4.	Risk-Corridor Payment Adjustments - change					
4.1	Receivable		X X X		X X X	X X X
4.2	Payable		X X X		X X X	X X X
5.	Earned Premiums					
5.1	Standard Coverage					
5.11	With Reinsurance Coverage		X X X		X X X	X X X
5.12	Without Reinsurance Coverage		X X X		X X X	X X X
5.13	Risk-Corridor Payment Adjustments		X X X		X X X	X X X
5.2	Supplemental Benefits		X X X		X X X	X X X
6.	Total Premiums		X X X		X X X	
7.	Claims Paid					
7.1	Standard Coverage	N O N E				
7.11	With Reinsurance Coverage				X X X	
7.12	Without Reinsurance Coverage				X X X	
7.2	Supplemental Benefits				X X X	
8.	Claim Reserves and Liabilities - change					
8.1	Standard Coverage					
8.11	With Reinsurance Coverage		X X X		X X X	X X X
8.12	Without Reinsurance Coverage		X X X		X X X	X X X
8.2	Supplemental Benefits		X X X		X X X	X X X
9.	Healthcare Receivables - change					
9.1	Standard Coverage					
9.11	With Reinsurance Coverage		X X X		X X X	X X X
9.12	Without Reinsurance Coverage		X X X		X X X	X X X
9.2	Supplemental Benefits		X X X		X X X	X X X
10.	Claims Incurred					
10.1	Standard Coverage					
10.11	With Reinsurance Coverage		X X X		X X X	X X X
10.12	Without Reinsurance Coverage		X X X		X X X	X X X
10.2	Supplemental Benefits		X X X		X X X	X X X
11.	Total Claims		X X X		X X X	
12.	Reinsurance Coverage and Low Income Cost Sharing					
12.1	Claims Paid - net to reimbursements applied	X X X		X X X		
12.2	Reimbursements Received but Not Applied - change	X X X		X X X		
12.3	Reimbursements Receivable - change	X X X		X X X		X X X
12.4	Healthcare Receivables - change	X X X		X X X		X X X
13.	Aggregate Policy Reserves - change					X X X
14.	Expenses Paid		X X X		X X X	
15.	Expenses Incurred		X X X		X X X	X X X
16.	Underwriting Gain/Loss		X X X		X X X	X X X
17.	Cash Flow Results	X X X	X X X	X X X	X X X	

Supp19 Long Term Care Form A - Part 2 NONE

Supp19 Long Term Care Form A - Part 3 NONE

Supp20 Long Term Care Form B Summary NONE



Statement of Actuarial Opinion

Reden & Anders

An **ingenix** Company

Consultants & Actuaries

2170 Satellite Boulevard • Suite 150 • Atlanta GA 30097

Tel (888) 297-7632 • Fax (678) 417-4950 • www.reden-anders.com

February 22, 2008

Mr. Jim Truess
EVP and Chief Financial Officer
AMERIGROUP Tennessee, Inc.
4425 Corporation Lane, Suite 100
Virginia Beach, VA 23462

Confidential

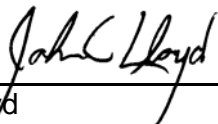
Dear Jim:

Enclosed is our statement of actuarial opinion dated February 22, 2008. A copy of the representation letter should be attached to the actuarial opinion.

This opinion is based on a review of actuarial liabilities and related items identified herein, as shown in the annual 2007 statutory statement of AMERIGROUP Tennessee, Inc. This opinion has been prepared for the sole purpose of attaching it to the above described statement, in accordance with the instructions for completing the health statement blank.

Publication or use of the opinion, except as specifically provided above is prohibited without our prior written consent.

REDEN & ANDERS



John C. Lloyd
Principal, Reden & Anders – Atlanta
Fellow, Society of Actuaries
Member, American Academy of Actuaries

AMERIGROUP Tennessee, Inc.
STATEMENT OF ACTUARIAL OPINION – 2007

I, John C. Lloyd, a member of the American Academy of Actuaries, am a Principal with the firm of Reden & Anders, which has been retained by AMERIGROUP Tennessee, Inc. (Company) to render this opinion. I meet the Academy qualification standards for rendering the opinion and am familiar with the valuation requirements applicable to life and health insurance companies.

I have examined the actuarial assumptions and actuarial methods used in determining reserves and related actuarial items listed below, as shown in the annual statement of the Company, as prepared for filing with state regulatory officials for year 2007. Tabulated below are those reserves and related actuarial items.

Claims unpaid (less \$ reinsurance ceded) (Page 3, Line1)	\$ 72,252,049
Accrued medical incentive pool and bonus payments (Page 3, Line 2)	\$ 0
Unpaid claims adjustment expenses (Page 3, Line 3)	\$ 1,857,512
Aggregate health policy reserves (Page 3, Line 4)	\$ 0
Aggregate health claim reserves (Page 3, Line 7)	\$ 0

In forming my opinion on the reserves above, I relied upon data prepared by Margaret Roomsburg, SVP – Chief Accounting Officer, and Kathleen Tottle, SVP – Corporate Actuary, as certified in the attached statements. I evaluated that data for reasonableness and consistency. In other respects, my examination included review of the actuarial assumptions and actuarial methods used and tests of the calculations I considered necessary.

My review covered the effect on reserves of incentive contracts with service providers and potential provider insolvencies. My review included consideration of the potential impact on reserves of contractual arrangements between the Company and service providers. Based on that review and the opinion provided by the Company regarding the separate amounts included to cover potential performance default by at-risk providers, I believe the amounts shown above appropriately recognize the financial impact of contracts between service providers and the Company and the financial strength of at-risk providers.

In my opinion the reserves and related actuarial values concerning the statement items identified above:

- (a) Are computed in accordance with presently accepted actuarial standards consistently applied and are fairly stated, in accordance with sound actuarial principles;
- (b) Are based on actuarial assumptions that produce reserves at least as great as those called for in any contract provision as to reserve basis and method, and are in accordance with all other contract provisions;
- (c) Meet the requirements of the Insurance Law and regulation of the state of Tennessee; and are at least as great as the minimum aggregate amounts required by the state in which this statement is filed;

AMERIGROUP Tennessee, Inc.
STATEMENT OF ACTUARIAL OPINION - 2007
(Continued)

- (d) Make a good and sufficient provision for all unpaid claims and other actuarial liabilities of the organization under the terms of its contracts and agreements;
- (e) Are computed on the basis of assumptions consistent with those used in computing the corresponding items in the annual statement of the preceding year-end; and
- (f) Include provision for all actuarial reserves and related statement items which ought to be established.

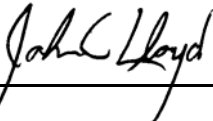
The reserves and related items, when considered in light of the assets held by the company with respect to such reserves and related actuarial items including, but not limited to, the investment earnings on the assets, and the considerations anticipated to be received and retained under the policies and contracts, make adequate provision, according to presently accepted actuarial standards of practice, for the anticipated cash flows required by the contractual obligations and related expenses of the company.

The Underwriting and Investment Exhibit – Part 2B was prepared consistent with “*Section 3.6, Follow-Up Studies*” contained in Actuarial Standard of Practice No. 5, *Incurred Health and Disability Claims* which was adopted by the Actuarial Standards Board in December 2000 (Effective May 1, 2001).

The actuarial methods, considerations and analyses used in forming my opinion conform to the appropriate Standards of Practice as promulgated by the Actuarial Standards Board, which standards form the basis of this statement of opinion.

This opinion is updated quarterly as required by statute. To the best of my knowledge, there have been no material changes from the applicable date of the annual statement to the date of the rendering of this opinion which should be considered in reviewing this opinion.

The impact of the unanticipated events subsequent to the date of this opinion is beyond the scope of this opinion.



John C. Lloyd
Principal, Reden & Anders – Atlanta
Fellow, Society of Actuaries
Member, American Academy of Actuaries

Reden & Anders
2170 Satellite Blvd, Suite 150
Atlanta, GA 30097
(678) 417-4906

February 22, 2008

AMERIGROUP[®]

C O R P O R A T I O N

Representation Concerning Matters Pertaining to Examination of Statutory Actuarial Items

To: Reden & Anders

FROM: AMERIGROUP Tennessee, Inc.

In connection with your examination of the unpaid claim liability to be included in the statutory annual statement of AMERIGROUP Tennessee, Inc. (Company) as of December 31, 2007, I represent that to the best of my knowledge and belief:

1. All information which would affect the actuarial items examined has been given to you;
2. Basic records, listings, summaries and other information furnished to you, and underlying the calculation of the actuarial items identified below, are accurate and complete; and
3. No methods or procedures employed by the Company, now or in the past, would preclude the accurate determination of the actuarial items examined.
4. At-risk providers are in a financial position to meet all liabilities under any incentive contracts with payers.

I understand that you have relied on these items to perform your analysis and have not audited the accuracy or completeness of these items.

With respect to assets and liabilities of AMERIGROUP Tennessee, Inc. as of December 31, 2007, I represent that to the best of my knowledge and belief, the statutory statement, together with related exhibits, schedules and explanation therein contained, annexed or referred to, is a complete and fair statement of all the assets and liabilities and the condition of affairs of the Company as of December 31, 2007.

Signed Kathleen A Tottle

Name Kathleen Tottle

Title SVP, Corporate Actuarial

Date 2/12/08

Address 4425 Corporation Lane, VA 23462

Phone Number 757-321-3557

Signed Margaret Roomsburg

Name Margaret Roomsburg

Title SVP and Chief Accounting Officer

Date 2/12/08

Address 4425 Corporation Lane, VA 23462

Phone Number 757-473-2721

Amended Statement Cover

N O N E



Management's Discussion and Analysis



Audited Financial Report

INDEX TO HEALTH
ANNUAL STATEMENT

Analysis of Nonadmitted Assets	16
Analysis of Operations By Lines of Business	7
Assets	2
Cash Flow	6
Exhibit 1 - Enrollment By Product Type for Health Business Only	17
Exhibit 2 - Accident and Health Premiums Due and Unpaid	18
Exhibit 3 - Health Care Receivables	19
Exhibit 4 - Claims Unpaid and Incentive Pool, Withhold and Bonus	20
Exhibit 5 - Amounts Due From Parent, Subsidiaries and Affiliates	21
Exhibit 6 - Amounts Due To Parent, Subsidiaries and Affiliates	22
Exhibit 7 - Part 1 - Summary of Transactions With Providers	23
Exhibit 7 - Part 2 - Summary of Transactions With Intermediaries	23
Exhibit 8 - Furniture, Equipment and Supplies Owned	24
Exhibit of Capital Gains (Losses)	15
Exhibit of Net Investment Income	15
Exhibit of Premiums, Enrollment and Utilization (State Page)	30
Five-Year Historical Data	29
General Interrogatories	27
Jurat Page	1
Liabilities, Capital and Surplus	3
Notes To Financial Statements	25
Overflow Page For Write-ins	55
Schedule A - Part 1	E01
Schedule A - Part 2	E02
Schedule A - Part 3	E03
Schedule A - Verification Between Years	31
Schedule B - Part 1	E04
Schedule B - Part 2	E05
Schedule B - Verification Between Years	31
Schedule BA - Part 1	E06
Schedule BA - Part 2	E07
Schedule BA - Verification Between Years	31
Schedule D - Part 1	E08
Schedule D - Part 1A - Section 1	33
Schedule D - Part 1A - Section 2	36
Schedule D - Part 2 - Section 1	E09
Schedule D - Part 2 - Section 2	E10
Schedule D - Part 3	E11
Schedule D - Part 4	E12
Schedule D - Part 5	E13
Schedule D - Part 6 - Section 1	E14
Schedule D - Part 6 - Section 2	E14
Schedule D - Summary By Country	32
Schedule D - Verification Between Years	32
Schedule DA - Part 1	E15
Schedule DA - Part 2 - Verification Between Years	39
Schedule DB - Part A - Section 1	E16
Schedule DB - Part A - Section 2	E16
Schedule DB - Part A - Section 3	E17
Schedule DB - Part A - Verification Between Years	40
Schedule DB - Part B - Section 1	E17
Schedule DB - Part B - Section 2	E18
Schedule DB - Part B - Section 3	E18
Schedule DB - Part B - Verification Between Years	40
Schedule DB - Part C - Section 1	E19
Schedule DB - Part C - Section 2	E19
Schedule DB - Part C - Section 3	E20
Schedule DB - Part C - Verification Between Years	41
Schedule DB - Part D - Section 1	E20

INDEX TO HEALTH
ANNUAL STATEMENT

Schedule DB - Part D - Section 2	E21
Schedule DB - Part D - Section 3	E21
Schedule DB - Part D - Verification Between Years	41
Schedule DB - Part E - Section 1	E22
Schedule DB - Part E - Verification	41
Schedule DB - Part F - Section 1	42
Schedule DB - Part F - Section 2	43
Schedule E - Part 1 - Cash	E23
Schedule E - Part 2 - Cash Equivalents	E24
Schedule E - Part 3 - Special Deposits	E25
Schedule S - Part 1 - Section 2	44
Schedule S - Part 2	45
Schedule S - Part 3 - Section 2	46
Schedule S - Part 4	47
Schedule S - Part 5	48
Schedule S - Part 6	49
Schedule T - Part 2 - Interstate Compact	51
Schedule T - Premiums and Other Considerations	50
Schedule Y - Information Concerning Activities of Insurer Members of a Holding Company Group	52
Schedule Y - Part 2 - Summary of Insurer's Transactions With Any Affiliates	53
Statement of Revenue and Expenses	4
Summary Investment Schedule	26
Supplemental Exhibits and Schedules Interrogatories	54
Underwriting and Investment Exhibit - Part 1	8
Underwriting and Investment Exhibit - Part 2	9
Underwriting and Investment Exhibit - Part 2A	10
Underwriting and Investment Exhibit - Part 2B	11
Underwriting and Investment Exhibit - Part 2C	12
Underwriting and Investment Exhibit - Part 2D	13
Underwriting and Investment Exhibit - Part 3	14

ANNUAL DISKETTE TRANSMITTAL FORM AND CERTIFICATION (HEALTH)

Name of Insurer AMERIGROUP Tennessee, Inc.

Date	03/01/2008	FEIN	20-4776597
NAIC Group #	1156	NAIC Company #	12941

THIS FORM IS REQUIRED FOR ALL DISKETTE TRANSMITTALS, PLEASE PROVIDE ANY ADDITIONAL COMMENTS THAT MAY
HELP TO IDENTIFY DISKETTE CONTENT

	March	April	June
1. Is this the first time you've submitted this filing? (Y/N)	Yes	N/A	N/A
2. Is this being re-filed at the request of the NAIC or a state insurance department? (Y/N)	N/A	N/A	N/A
3. Is this being re-filed due to changes to the data originally filed? (Y/N)	N/A	N/A	N/A
(IF "YES" ENCLOSE HARD COPY PAGES FOR EACH CHANGE.)			
4. Other? (Y/N)	N/A	N/A	N/A
(If "yes" attach an explanation.)			

B. Additional comments if necessary for clarification:

C. Diskette Contact Person: Margaret Mary Roomsburg
Phone: (757)473-2721-
Address: 4425 Corporation Lane, Virginia Beach, VA 23462

D. Software Vendor: SunGard Insurance Systems, Inc.
Version: 2007.A.2

E. Have material validation failures been addressed in the explanation file? Yes[X] No[]

F. The undersigned hereby certifies that, according to the best of his/her knowledge and belief, that the diskettes submitted with this form were prepared in compliance with the NAIC specifications, that the diskettes have been tested against the validations included with these specifications, and that annual statement information required to be contained on diskette is identical to the information in the 2007 Annual Statement blank filed with the insurer's domiciliary state insurance department. In addition, the diskettes have been scanned through a virus detection software package, and no viruses are present on the diskettes. The virus detection software used was (name): McAfee VirusScan Enterprise

(version number): 8.0.0

(Signed) _____

Type Name and Title: Margaret Mary Roomsburg, Vice President

AMERIGROUP Tennessee, Inc.-Grand Region-Middle

Reconciliation Between NAIC Filing and TennCare MLR Report

As of December 31, 2007

Annual filing

Claims Unpaid line 1	\$	72,252,049
Unpaid Claim Adjustment Expense line 3		1,857,512
Total IBNR reported in NAIC Filing		74,109,561
Checks Issued But Not Released		(2,771,025)
Miscellaneous		(100,692)
Total IBNR Reported in MLR report	\$	71,237,844

Medical Loss Ratio Report - Base Capitation Only
Grand Region

MCO

AMERIGROUP Corporation

	Reporting Month						For the Year Ended 6/30/2007						For the Year Ended 6/30/2008						For the Year Ended 6/30/2009					
	2007						2007						2008						2008					
	Incurred Month						Incurred Month						Incurred Month						Incurred Month					
	April	May	June	July	August	September	October	November	December	January	February	March	April	May	June	July	August	September	October	November	December	January	February	March
Enrollment	184,275	181,795	180,500	184,885	181,288	183,502	185,265	184,274	185,285	184,525						1,101,957								
Capitation Revenue (For base capitation only)	\$37,184,215	\$37,040,444	\$36,464,925	\$110,089,582	\$36,650,115	\$37,287,499	\$37,084,759	\$37,522,369	\$37,667,098	\$37,480,609						\$223,693,333								
Payments for Covered Services for the Month																								
Medical Services																								
CMS 1450UB 92 Payments by the Claims Processing System																								
Inpatient - Maternity	\$1,190,125	\$1,257,778	\$1,308,878	\$3,756,780	\$1,317,335	\$1,318,077	\$1,274,374	\$1,941,847	\$1,662,000	\$558,342						\$8,071,967								
Inpatient - Newborn	\$1,872,040	\$2,034,472	\$1,912,729	\$5,820,141	\$1,640,048	\$1,535,566	\$1,028,159	\$1,116,306	\$525,738	\$74,610						\$6,120,422								
Inpatient - Medical	\$5,279,629	\$5,075,423	\$1,991,038	\$14,144,134	\$4,274,844	\$4,134,968	\$4,027,314	\$1,110,909	\$2,570,278	\$1,018,529						\$19,154,581								
Inpatient - Surgery	\$907,065	\$1,030,444	\$879,667	\$2,817,171	\$1,048,457	\$1,026,449	\$894,074	\$1,023,093	\$538,745	\$232,667						\$3,961,448								
Inpatient Other	\$231,865	\$303,665	\$277,553	\$813,082	\$246,112	\$193,942	\$146,121	\$127,804	\$18,958	\$9,000						\$741,937								
Outpatient - Emergency Room	\$1,018,470	\$1,054,466	\$1,677,810	\$3,750,746	\$1,920,796	\$2,060,21	\$2,084,058	\$1,958,802	\$1,585,128	\$979,994						\$10,589,181								
Outpatient - Laboratory	\$399,568	\$431,275	\$375,993	\$1,206,831	\$360,065	\$398,412	\$348,095	\$172,036	\$297,644	\$157,560						\$1,933,812								
Outpatient - Radiology	\$993,973	\$1,022,858	\$1,022,429	\$3,009,258	\$992,804	\$1,090,599	\$943,388	\$953,534	\$773,333	\$369,657						\$5,025,768								
Outpatient - Surgery	\$977,294	\$1,086,388	\$1,110,391	\$3,174,041	\$1,110,057	\$1,197,079	\$1,042,159	\$978,647	\$468,206	\$190,397						\$4,987,707								
Outpatient - Other	\$246,339	\$256,121	\$247,093	\$749,553	\$246,069	\$266,654	\$336,155	\$366,965	\$128,518	\$14,635						\$1,359,893								
CMS 1500 Payments by the Claims Processing System																								
Prof - E&M	\$12,724,675	\$12,566,998	\$12,232,951	\$37,524,619	\$11,574,756	\$12,243,639	\$10,825,307	\$11,081,657	\$6,610,544	\$2,385,553						\$54,721,441								
Prof - Maternity	\$887,428	\$885,762	\$985,359	\$2,706,494	\$932,064	\$1,022,261	\$869,249	\$957,184	\$773,561	\$375,209						\$4,910,128								
Prof - Surgery	\$452,298	\$545,095	\$545,405	\$1,546,381	\$486,070	\$543,889	\$461,307	\$586,056	\$436,159	\$178,981						\$2,693,869								
Prof - DME	\$272,917	\$325,301	\$316,865	\$915,080	\$224,603	\$260,110	\$248,804	\$248,325	\$209,179	\$84,180						\$1,275,214								
Prof - Lab	\$586,403	\$617,266	\$606,891	\$1,810,539	\$477,028	\$571,479	\$492,272	\$539,538	\$480,478	\$265,276						\$2,826,114								
Prof - Radiology	\$884,111	\$996,978	\$896,410	\$2,777,505	\$711,326	\$807,365	\$691,472	\$829,466	\$663,198	\$325,912						\$4,028,731								
Prof - Transportation	\$1,085,923	\$1,354,135	\$1,317,441	\$3,587,519	\$1,257,864	\$1,378,740	\$1,285,184	\$1,385,419	\$1,080,057	\$380,271						\$6,744,531								
Prof - Other	\$1,541,139	\$1,660,455	\$1,503,127	\$4,704,939	\$1,407,212	\$1,528,999	\$1,345,799	\$1,524,259	\$1,347,664	\$544,240						\$7,698,091								
Capitation Payments	\$400,828	\$416,465	\$420,688	\$1,237,981	\$205,126	\$204,048	\$195,584	\$191,930	\$182,508	\$197,704						\$1,176,900								
Subcontractor Payments for Medical Services	\$71,057	\$79,713	\$94,583	\$245,354	\$130,108	\$164,745	\$128,275	\$141,375	\$109,058	\$55,873						\$730,335								
Other Medical (provide description)	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0						\$0								
Behavioral Health (Excluding payments on behalf of priority enrollees)																								
Inpatient Payments by the Claims Processing System	\$204,254	\$340,185	\$554,928	\$1,069,366	\$577,988	\$559,635	\$344,333	\$257,407	\$196,627	\$48,350						\$1,934,325								
Outpatient Payments by the Claims Processing System	\$579,574	\$593,742	\$580,282	\$1,753,598	\$454,825	\$535,266	\$447,405	\$530,929	\$350,009	\$109,094						\$2,427,578								
Supported Housing Payments by the Claims Processing System	\$45,128	\$16,534	\$49,868	\$111,522	\$35,448	\$62,353	\$67,237	\$67,348	\$68,118	\$41,506						\$362,008								
Intensive Outpatient Payments by the Claims Processing System	\$27,568	\$46,136	\$50,923	\$124,622	\$45,591	\$52,644	\$39,304	\$35,214	\$24,327	\$3,428						\$200,511								
Partial Hospitalization Payments by the Claims Processing System	\$0	\$4,862	\$2,948	\$7,899	\$352	\$1,658	\$2,768	\$0	\$0	\$0						\$4,978								
In Home Payments by the Claims Processing System	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0						\$0								
Transportation Payments by the Claims Processing System	\$2,556	\$6,078	\$3,367	\$11,801	\$6,446	\$8,281	\$7,032	\$5,772	\$5,710	\$2,580						\$35,827								
Twenty-Three Hour Payments by the Claims Processing System	\$0	\$1,576	\$5,768	\$7,344	\$735	\$6,264	\$2,808	\$398	\$473	\$0						\$10,653								
CMHC Capitation Payments	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0						\$0								
Other Capitation Payments	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0						\$0								
Grant Payments	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0						\$0								
Non-FFS Inpatient	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0						\$0								
Subcontractor Payments for Mental Health and Substance Abuse S	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0						\$0								
Crisis Services Team Pass Through	\$0	\$0	\$12	\$12	\$14	\$15	\$18	\$18	\$21	\$3						\$88								
Less:				\$0												\$0								
Recoveries not Reflected in Claims Payments				\$0												\$0								
Total Payments	\$32,820,060	\$34,013,733	\$32,943,431	\$99,786,233	\$31,556,748	\$33,174,888	\$29,994,514	\$30,512,198	\$21,385,322	\$8,603,553						\$154,827,223								
Remaining IBNR	\$1,095,954	\$989,815	\$1,387,794	\$3,473,569	\$1,879,295	\$2,201,508	\$3,877,015	\$6,088,363	\$15,215,808	\$29,363,499						\$59,245,491								
Payments and Remaining IBNR	\$33,926,014	\$35,003,555	\$34,331,225	\$103,259,802	\$33,436,043	\$35,376,396	\$33,871,533	\$37,290,463	\$36,621,130	\$37,967,053						\$214,072,714								
Medical Loss Ratio	91.26%	94.40%	94.15%	92.29%	91.29%	94.87%	96.26%	99.16%	97.22%	101.29%						96.29%								
Per Member Expense	\$184.10	\$190.45	\$190.29	\$538.24	\$184.43	\$192.79	\$162.64	\$201.38	\$197.65	\$205.98						\$194.23								

Medical Loss Ratio Report - Priority Add-On Only
Grand Region

MCO

AMERIGROUP Corporation

Reporting Month	2007			For the Year Ended 6/30/2007	2007						2008						For the Year Ended 6/30/2008	2008						2009						For the Year Ended 6/30/2009
	Incurred Month				Incurred Month						Incurred Month							Incurred Month						Incurred Month						
	April	May	June		July	August	September	October	November	December	January	February	March	April	May	June		July	August	September	October	November	December	January	February	March	April	May	June	
Enrollment (For Priority Enrollees Only)	13,931	13,518	13,088	40,537	12,632	12,662	12,278	12,133	11,918	10,834							72,455												0	
Capitation Revenue (Priority add-on payment only)	\$6,214,648	\$6,030,444	\$5,842,968	\$18,088,057	\$5,636,690	\$5,662,291	\$5,490,600	\$5,429,110	\$5,327,115	\$4,848,111							\$32,393,919											\$0		
Payments for Covered Services for the Month																														
Medical Services																														
CMS 1450/UB 92 Payments by the Claims Processing System																														
Inpatient - Maternity																														
Inpatient - Newborn																														
Inpatient - Medical																														
Inpatient - Surgery																														
Inpatient Other																														
Outpatient - Emergency Room																														
Outpatient - Laboratory																														
Outpatient - Radiology																														
Outpatient - Surgery																														
Outpatient - Other																														
CMS 1500 Payments by the Claims Processing System																													\$0	
Prof - E&M																														
Prof - Maternity																														
Prof - Surgery																														
Prof - DME																														
Prof - Lab																														
Prof - Radiology																														
Prof - Transportation																														
Prof - Other																														
Capitation Payments																													\$0	
Subcontractor Payments for Medical Services																													\$0	
Other Medical (provide description)																													\$0	
Behavioral Health (On behalf of Priority enrollees only)																														
Inpatient Payments by the Claims Processing System	\$513,874	\$522,070	\$583,462	\$1,619,407	\$500,688	\$470,611	\$379,526	\$250,244	\$221,809	\$50,862							\$1,873,723												\$0	
Outpatient Payments by the Claims Processing System	\$862,214	\$725,552	\$887,188	\$2,474,952	\$664,478	\$747,960	\$587,925	\$204,362	\$113,911	\$41,438							\$2,360,072												\$0	
Supported Housing Payments by the Claims Processing System	\$63,113	\$44,508	\$81,874	\$189,511	\$80,250	\$80,162	\$71,020	\$84,464	\$66,593	\$34,664							\$417,151												\$0	
Intensive Outpatient Payments by the Claims Processing System	\$12,614	\$25,406	\$21,448	\$59,488	\$24,929	\$30,511	\$25,314	\$23,273	\$10,395	\$1,248							\$115,638												\$0	
Partial Hospitalization Payments by the Claims Processing System	\$1,598	\$0	\$1,163	\$3,143	\$1,288	\$1,472	\$0	\$184	\$368	\$0							\$3,312												\$0	
In Home Payments by the Claims Processing System	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0							\$0												\$0	
Transportation Payments by the Claims Processing System	\$10,328	\$9,505	\$5,377	\$25,210	\$6,310	\$5,465	\$6,118	\$4,803	\$4,348	\$2,635							\$29,688												\$0	
Twenty-Three Hour Payments by the Claims Processing System	\$0	\$400	\$6,060	\$6,460	\$2,825	\$0	\$2,879	\$45	\$0	\$0							\$5,747												\$0	
CMHC Capitation Payments	\$2,212,298	\$2,256,944	\$2,215,028	\$6,684,268	\$1,786,284	\$1,786,585	\$1,776,147	\$1,775,090	\$1,776,946	\$1,778,020							\$10,679,672												\$0	
Other Capitation Payments																	\$0												\$0	
Grant Payments																	\$0												\$0	
Non-FFS Inpatient																	\$0												\$0	
Subcontractor Payments for Mental Health and Substance Abuse & Crisis Services Team Pass Through	\$455,371	\$559,588	\$598,148	\$1,613,099	\$930,065	\$939,065	\$1,041,908	\$1,573,498	\$1,476,818	\$659,903							\$6,621,242												\$0	
Less:																														
Recoveries not Reflected in Claims Payments																	\$0												\$0	
Total Payments	\$4,131,832	\$4,143,977	\$4,399,743	\$12,675,546	\$3,997,114	\$4,061,829	\$3,890,838	\$3,916,515	\$3,671,188	\$2,568,769							\$22,106,244												\$0	
Remaining IBNR	\$874,411	\$906,713	\$530,754	\$2,311,984	\$528,222	\$617,814	\$606,925	\$1,092,895	\$1,136,315	\$2,224,711							\$6,306,879												\$0	
Payments and Remaining IBNR	\$5,006,244	\$5,050,705	\$4,930,497	\$14,987,459	\$4,525,336	\$4,679,643	\$4,497,763	\$5,009,410	\$4,807,495	\$4,793,480							\$28,313,123												\$0	
Medical Loss Ratio	80.50%	83.75%	84.38%	82.60%	80.28%	82.65%	81.92%	82.27%	80.25%	98.87%							87.40%												\$0	
Per Member Expense	\$359.35	\$373.64	\$376.71	\$369.73	\$358.25	\$369.54	\$366.34	\$412.89	\$403.38	\$442.45							\$390.71												\$0	

Month
Paid
by the
Claims

System

(78,989,601)
297,408,389
218,416,788
(78,989,601)

Month
Paid
by the
ClaimsPage 2

Month
Paid
by the
Claims
Expense

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Claims
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Month Behavioral Health Payments by the Claims Processing System (Priority)
Paid MCO: AMERIGROUP Tennessee, Inc.

[illegible]

Behavioral Health Payments by the Claims Processing System (Non-Priority)
MCO: ASEREGROUP Tennessee, Inc.

System	Total	Incurred Month of Service																																															
		Prior to Jan-07	Jan-07	Feb-07	Mar-07	Apr-07	May-07	Jun-07	Jul-07	Aug-07	Sep-07	Oct-07	Nov-07	Dec-07	Jan-08	Feb-08	Mar-08	Apr-08	May-08	Jun-08	Jul-08	Aug-08	Sep-08	Oct-08	Nov-08	Dec-08	Jan-09	Feb-09	Mar-09	Apr-09	May-09	Jun-09	Jul-09	Aug-09	Sep-09	Oct-09	Nov-09	Dec-09	Jan-10	Feb-10	Mar-10	Apr-10	May-10	Jun-10					
0	0																																																
0	0																																																
30,956	0																																																
238,373	0																																																
694,312	0																																																
1,188,219	0																																																
1,125,676	0																																																
1,415,783	0																																																
979,770	0																																																
1,148,073	0																																																
1,342,826	0																																																
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MCO: **AMERIGROUP Tennessee, Inc.**560.265 Total for Dates of Service after 1/1/2007

Statement of Actuarial Opinion

I, A. Kirk Twiss, am associated with the firm of Reden & Anders, Ltd., and am a Member of the American Academy of Actuaries. Reden & Anders, Ltd. has been retained by Memphis Managed Care Corp. (MMCC) with regard to claim liabilities and related items. I meet the Academy qualification standards for rendering the opinion and I am familiar with the valuation requirements applicable to MMCC.

I have examined the actuarial assumptions and actuarial methods used in determining claim liabilities listed below, as shown in the quarterly statement of MMCC, as prepared for filing with state regulatory officials as of December 31, 2007:

Claims Unpaid (restated April 2002) (Page 3, Line 1)	\$0
---------------------------------------------------------	-----

Remaining IBNR as of 12/31/2007	\$45,584,673
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I have relied on listings and summaries of claims and other relevant data, as prepared by MMCC. I relied on James Proctor, CFO for the accuracy of the data as expressed in the attached statement. In other respects, my examination included such review of the actuarial assumptions and actuarial methods used and such tests of the actuarial calculations as I considered necessary.

I have not reviewed the financial position of any party related by contract to MMCC. I have assumed that such parties are in a financial position to meet all liabilities resulting from such contracts.

In my opinion, the amounts carried in the balance sheet on account of items identified above:

1. Are in accordance with presently accepted actuarial standards consistently applied and are fairly stated in accordance with sound actuarial principles;
2. Are based on actuarial assumptions which produce reserves at least as great as those called for in any contract provisions and appropriate to the purpose for which the Statement was prepared;
3. Meet the requirements of the insurance laws and regulations of the state of Tennessee and are at least as great as the minimum aggregate amounts required by Tennessee;
4. Make a good and sufficient provision for all unpaid claims of the organization under the terms of its contracts and agreements;
5. Are computed on the basis of assumptions consistent with those used in computing the corresponding items in the annual statement of the preceding year-end; and
6. Include provision for all actuarial items which ought to be established.

I have reviewed the Underwriting and Investment Exhibit, Part 2B. The schedule was prepared consistent with *Section 3.6, Follow-Up Studies* contained in Actuarial Standard of Practice No. 5, *Incurred Health Claim Liabilities*.

The reserves and related actuarial items identified above make adequate provision for the anticipated cash flows related to the contractual obligations and expenses of MMCC, when considered in conjunction with the assets held by MMCC with respect to such reserves and related actuarial items, including, but not limited to, the cash flows on such assets and the considerations anticipated to be received under such policies and contracts.

The actuarial methods, considerations and analyses used in forming my opinion conform to the appropriate Standards of Practice as promulgated by the Actuarial Standards Board, which standards form the basis of this statement of opinion.

A handwritten signature in black ink, appearing to read "A. Kirk Twiss", is positioned above a horizontal line.

A. Kirk Twiss
Fellow, Society of Actuaries
Member, American Academy of Actuaries

Reden & Anders, Ltd.
200 W. Madison Street, Suite 2000
Chicago, Tennessee 60606
(312) 429-3905

AKT:bc

February 25, 2008

Medical Services Monitoring Report
WEST

MCO

Memphis Managed Care Corporation
Reporting Month

Dec-07

2007													TOTAL
Reporting Month	Incurred Month												
Dec-07	January	February	March	April	May	June	July	August	September	October	November	December	
Enrollment	172,364	169,263	168,748	168,573	167,811	167,226	170,835	170,101	170,310	170,078	168,688	162,868	2,026,865
Payments for Medical Services for the Month													
UB 92 Payments by the Claims Processing System	17,523,028	14,122,698	15,159,144	14,952,331	14,717,810	15,141,044	15,690,237	15,919,444	13,278,125	12,404,788	8,050,822	3,223,971	160,183,441
HCFA1500 Payments by the Claims Processing System	10,806,442	9,533,833	10,172,471	9,613,863	10,057,016	9,249,525	9,668,334	10,492,440	8,624,937	8,579,942	6,039,666	2,557,665	105,396,135
Dental Payments by the Claims Processing System	0	0	0	0	0	0	0	0	0	0	0	0	0
Capitation Payments	1,726,343	521,153	514,832	514,754	2,486,082	591,191	596,193	590,614	1,622,224	631,610	571,883	1,670,540	12,037,419
Pharmacy Payments													0
Subcontractor Payments for Medical Services													0
Reinsurance Payment	0	0	0	0	0	0	0	0	0	0	0	0	0
Other Payments/Adjustments to Medical Costs	184,536	120,060	293,179	380,139	274,636	358,242	89,375	230,940	148,692	454,255	438,139	140,264	3,112,457
Less:													0
BHO Capitation Revenue													0
Pharmacy Rebates													0
Recoveries not Claims Payments													0
Total Payments for the month	30,240,349	24,297,744	26,139,626	25,461,086	27,535,545	25,340,002	26,044,139	27,233,438	23,673,978	22,070,595	15,100,510	7,592,440	280,729,453
Remaining IBNR for the month	20,000	46,452	140,517	212,842	339,457	551,329	921,867	1,531,602	2,382,156	4,953,057	12,225,333	22,260,062	45,584,673
Payments and Remaining IBNR for the month	30,260,350	24,344,196	26,280,143	25,673,929	27,875,002	25,891,331	26,966,006	28,765,040	26,056,134	27,023,652	27,325,843	29,852,502	326,314,126
Per Member Expense	175.56	143.82	155.74	152.30	166.11	154.83	157.85	169.11	152.99	158.89	161.99	183.29	160.99
Per Member Month Exp. For Quarter			158.48			157.74			159.98			167.86	
Per Member Month Exp. For Quarter in 2006			147.50			144.54			154.84			150.73	
Per Member Month Exp. For Quarter in 2005			148.40			146.60			146.95			137.51	
Percent Change from 2003 to 2004			-0.006075			-0.014074			0.0536814			0.0961733	
Medical Services Budget for 2006 Quarter			146.61			142.50			163.15			165.23	
(Over)/Under Budget			(12)			(15)			3			(3)	